

Attachment C

Corporate Documentation



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 25, 2010

6704-305-7

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE BESTEL (USA), INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FILED

FEB 25 2010

**JESSE WHITE
SECRETARY OF STATE**

FORM BCA 13.15 (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6704.305-7
File #

Filing Fee \$ 150.- Franchise Tax \$ 235.81 Penalty/Interest \$ - Total \$ 385.81 Approved: ly
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Bestel (USA), Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Nevada; Date of Incorporation May 22, 1997; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 100 Taylor St
San Antonio, TX 78205
(b) Address of principal office in Illinois: None.
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent: Illinois Corporation Service Company
Registered Office: 801 Adlai Stevenson Drive
Springfield, IL
62703
Sangamon

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Nevada

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director	See Attached List			
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state. (If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Nevada, and permitted under the Illinois Business Corporation Act of 1983.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.001	25,000,000	1,361,000

(If more, attach list)

9. Paid-in Capital: \$ 58,483,904
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 39,553,840
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 46,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 230,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated January 25 2010
 (Month & Day) (Year)

BesteL USA, Inc.
 (Exact Name of Corporation)

(Any Authorized Officer's Signature)
Juan Pablo del Real Vázquez
 (Print Name and Title)

JVP

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

Bestel (USA), Inc.
Application for Authority to Transact Business in Illinois

List of Officers and Directors

Board of Directors

Jose Antonio Garcia, Chairman
Jean Paul Broc
Jorge A. Lutteroth
Jose Antonio Lara
Carlos Ferreiro

Officers

<u>Name</u>	<u>Position</u>
Jose Antonio Garcia	President
Juan Pablo del Real Vasquez	Vice President
Jean Paul Broc	Vice President
Jorge A. Lutteroth	Vice President
Jose Antonio Lara	Vice President
Carlos Ferreiro	Vice President
Joaquin Balcarcel	Secretary
Armando J. Martinez	Assistant Secretary

The address for all officers and directors is 100 Taylor Street, San Antonio, TX 78205.

STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

July 28, 2008

Job Number: C20080728-1079
Reference Number: 00001954382-32
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C11192-1997-001	Articles of Incorporation	4 Pages/1 Copies
20060293214-19	Amendment	1 Pages/1 Copies



Respectfully,

Handwritten signature of Ross Miller.

ROSS MILLER
Secretary of State

By Handwritten signature of the Certification Clerk.

Certification Clerk

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

CSC

ID: 916-649-9552

MAY 22 1997

15102 .01 .01 1.00

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

Invoice # 121990

*5-22-97
4:22 PE
225.00*

**ARTICLES OF INCORPORATION
OF
BESTEL (USA), INC.**

MAY 22 1997

No. *CI192-97*
Dean Heller
DEAN HELLER, SECRETARY OF STATE

The name of this corporation is Bestel (USA), Inc.

II

The name of this corporation's resident agent in the State of Nevada is CSC Service of Nevada, Inc., and the street of address of said resident agent where process may be served on this corporation is 502 East John Street, Carson City, Nevada 89708. The mailing address and the street address of the said resident agent are identical.

III

The nature of the business or objects or purposes to be transacted, promoted or carried on by this corporation shall be to engage in any lawful activity.

IV

The aggregate number of shares which this corporation shall have authority to issue shall consist of One Hundred Thousand (100,000) shares of common stock, of NIL par value each.

V

This corporation shall have a variable number of directors within a fixed minimum of one (1) director and a fixed maximum of nine (9) directors. This corporation shall have one (1) initial director. The name and address of the initial director of this corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
James T. Geddis	871 Cofair Court, Solana Beach, CA 92075, USA

The initial director of this corporation is authorized to increase the number of directors to nine (9) by duly appointing eight (8) other individuals to serve as members of this corporation's board of directors. Thereafter, the manner in which the number of directors may be increased or decreased shall be as specified in the bylaws of this corporation.

NF 4'22

VI

The shares of this corporation shall not be subject to assessment to pay the debts of this corporation.

VII

The name and address of the incorporator signing these Articles of Incorporation is:

Remsen M Kinne IV, Esq.
c/o Graham & James LLP
One Maritime Plaza, Suite 300
San Francisco, CA 94111

VIII

The duration of this corporation shall be perpetual.

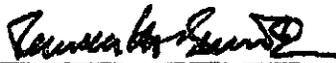
IX

The personal liability of a director or officer to this corporation or its stockholders for damages shall be eliminated to the fullest extent permissible under Nevada law (including, without limitation, Section 78.037 (and any successor provision thereof) of the Nevada General Corporation Law).

X

This corporation shall, to the fullest extent permitted by Nevada law (including, without limitation, Section 78.751 (and any successor provision thereof) of the Nevada Corporation Law), as the same may be amended and supplemented, indemnify any and all persons whom this corporation shall have power to indemnify under said law from and against any and all expenses, attorneys' fees, judgments, fines, amounts paid in settlement and any other obligations and liabilities with respect to which this corporation may indemnify such persons under such law. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding shall be paid by this corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, in accordance with and subject to all of the provisions of subsection 5 of Section 78.751 (and any successor provision thereof) of the Nevada Corporation Law. The indemnification and advancement of expenses provided for herein shall not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, by law or otherwise, shall continue for a person who has ceased to be a director, officer, employee or agent of this corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of May, 1997.



Remsen M. Kinne IV, Incorporator

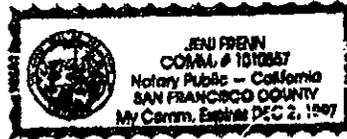
State of California
County of San Francisco

On Tuesday May 20, 1997, before me, Jeni Frenn, Notary Public, personally appeared Remsen M. Kinne IV, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Jeni Frenn

(Seal)





DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4298
(775) 684-5788
Website: secretaryofstate.biz

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20060293214-19 Filing Date and Time 05/08/2006 2:30 PM Entity Number C11192-1997
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LEAVE SPACE FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
BESTEL (USA), INC.
2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE IV OF THE CORPORATION'S ARTICLES OF INCORPORATION IS AMENDED TO READ AS FOLLOWS:

ARTICLE IV

THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE 25,000,000 SHARES OF COMMON STOCK. THE CORPORATION'S SHARES OF COMMON STOCK WILL HAVE A PAR VALUE OF \$0.01 PER SHARE.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: ALL SHARES VOTED IN FAVOR
4. Effective date of filing (optional):

5. Officer Signature (required):

Paul J. Belcher T.
Paul J. Belcher T.

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State All 78.202 Revised 2005
Revised 05/05/2005

SECRETARY OF STATE



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*

This public document

2. has been signed by CHRIS THOMANN

3. acting in the capacity of CERTIFICATION CLERK

4. bears the seal/stamp of STATE OF NEVADA

CERTIFIED

5. at *Carson City, Nevada, U.S.A.*

6. the TWENTYEIGHTH DAY OF JULY, 2008

7. by **ROSS MILLER**, *Secretary of State, State of Nevada, U.S.A.*

8. 2009/043/CT

10. Signature:

9. Seal/Stamp:

ROSS MILLER
Secretary of State

By

A handwritten signature in cursive script that reads "Christine Rakow".
Christine Rakow