

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

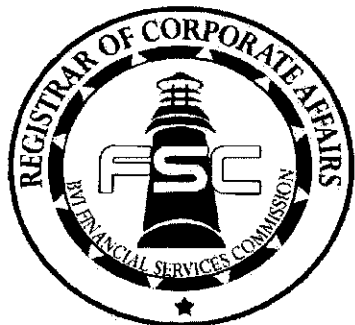
**CERTIFICATE OF INCORPORATION
(SECTION 7)**

The REGISTRAR of CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES, that pursuant to the BVI Business Companies Act, 2004, all the requirements of the Act in respect of incorporation having been complied with,

WINTRIS INC.

BVI COMPANY NUMBER: 1436359

is incorporated in the BRITISH VIRGIN ISLANDS as a BVI BUSINESS COMPANY, this 9th day of October, 2007.



A. Abri
for **REGISTRAR OF CORPORATE AFFAIRS**
9th day of October, 2007

APPOINTMENT OF THE FIRST DIRECTORS

Section 113 (1) OF

WINTRIS INC.

(the "Company")

The undersigned, being the Registered Agent of WINTRIS INC., a company incorporated under the BVI Business Companies Act, 2004 (the "Company"), hereby appoints:-

George ALLEN

Jaqueline ALEXANDER

Carmen WONG

first Directors of the Company, subject to Section 113 (1) of the BVI Business Companies Act, 2004 to serve as such until their successor(s) shall have been elected or until their resignations or removal; such election shall be effective immediately and without further qualification.

Dated this 9th day of October, 2007

RESOLUTION OF THE DIRECTORS

OF

WINTRIS INC.

Minutes of a meeting of the Directors held on this 9th day of October, 2007.

NOTICE: Notice of a meeting was waived by all persons entitled thereto.

PRESENT WERE:

**JAQUELINE ALEXANDER
GEORGE ALLEN
CARMEN WONG**

CHAIRMAN: JAQUELINE ALEXANDER was elected Chairman.

SECRETARY OF THE MEETING: GEORGE ALLEN was elected Secretary of the Meeting, and acted as such recording the minutes thereof:

IT WAS RESOLVED:

1. That the Registered Agent of the Company, MOSSACK FONSECA & CO. (BVI) LTD., Akara Building 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, BVI, be and hereby is approved;
2. That the Registered Office of the Company, Akara Building 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, be and hereby is confirmed;
3. That the appointments of JAQUELINE ALEXANDER, CARMEN WONG and GEORGE ALLEN as Directors of the Company be and hereby are confirmed;
4. That the appointment of GEORGE ALLEN as Secretary of the Company be and is hereby approved;
5. To authorize, as it is hereby authorized, the majority of the board of directors to sign any corporate documents;
6. To authorize, as it is hereby authorized, the issuance of TWO (2) Share Certificates numbered one (1) and two (2) for ONE THOUSAND(1,000) no par value share each issued to **Sigmundur David Gunnlaugsson and Anna Sigurlaug Palsdottir**
7. That the

RESOLUTION OF THE DIRECTORS

OF

WINTRIS INC.

The Undersigned, being the Directors of

WINTRIS INC.

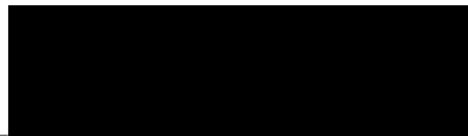
a Business Company existing under the Laws of the British Virgin Islands, acting in such capacity and on that behalf, do hereby adopt the following resolution:

RESOLVED: To grant as is hereby granted a Power of Attorney in favour of

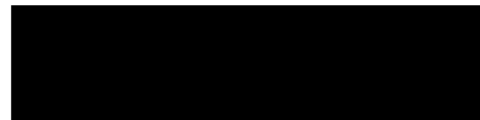
Anna Sigurlaug Palsdottir

according to the powers described on the page annexed hereto.

Adopted and signed this 9th day of October, 2007.



JAQUELINE ALEXANDER
Director



GEORGE ALLEN
Director

POWER OF ATTORNEY

We, **JAQUELINE ALEXANDER** and **GEORGE ALLEN** being the Directors of
WINTRIS INC.

duly authorized for this act by a resolution issued on the 9th day of October, 2007, do hereby grant a power of attorney in favour of

Anna Sigurlaug Palsdottir

acting individually, to act according to the following powers:

To manage the Company, without any limitation, through acts of simple administration as well as through acts of disposition; to enter into or carry out contracts or acts of any kind or description in the name of the Company and more specifically but not limited to the powers granted hereinafter:

To receive or lend moneys with or without security, purchase products, merchandise, securities, stocks and movable or immovable goods or property, for cash or on credit; to open or close branches or offices in any country of the world; to pledge, mortgage, lease, assign, exchange, deliver, charge and sell any movable or immovable assets of the Company; to charge, receive and claim moneys, products or any other things which may be owed to the Company and issue the respective receipts; to open bank accounts in the name of the Company at any bank, banks or credit institutions, draw against the same and determine the or those persons who individually or jointly could do so, and establish the rules for the operation of the same, deposit funds into those accounts and endorse checks payable to the Company; to purchase or rent safety deposit boxes which may be in the name of the Company; to draw and issue drafts, promissory notes and acceptance bills; to transact or submit to arbitration or litigation any controversy in which the Company may be involved, to appoint and constitute all kinds of agents, lawyers, solicitors and attorneys-in-fact, general or special, delegating all or part of the herein granted powers and to revoke such delegations.

The power of attorney herein granted may be used and exercised by **Anna Sigurlaug Palsdottir** to act individually, in any part of the world including any country, state, colony, province, municipality or political sub-division of any country.

Issued and signed this 9th day of October, 2007.

RESOLUTION OF THE DIRECTORS

OF

WINTRIS INC.

The Undersigned, being the Directors of

WINTRIS INC.

a Business Company existing under the Laws of the British Virgin Islands, acting in such capacity and on that behalf, do hereby adopt the following resolution:

RESOLVED: To grant as is hereby granted a Power of Attorney in favour of

Sigmundur David Gunnlaugsson

according to the powers described on the page annexed hereto.

Adopted and signed this 9th day of October, 2007.



JAQUELINE ALEXANDER

Director



GEORGE ALLEN

Director

POWER OF ATTORNEY

We, **JAQUELINE ALEXANDER** and **GEORGE ALLEN** being the Directors of
WINTRIS INC.

duly authorized for this act by a resolution issued on the 9th day of October, 2007, do hereby grant a power of attorney in favour of

Sigmundur David Gunnlaugsson

acting individually, to act according to the following powers:

To manage the Company, without any limitation, through acts of simple administration as well as through acts of disposition; to enter into or carry out contracts or acts of any kind or description in the name of the Company and more specifically but not limited to the powers granted hereinafter:

To receive or lend moneys with or without security, purchase products, merchandise, securities, stocks and movable or immovable goods or property, for cash or on credit; to open or close branches or offices in any country of the world; to pledge, mortgage, lease, assign, exchange, deliver, charge and sell any movable or immovable assets of the Company; to charge, receive and claim moneys, products or any other things which may be owed to the Company and issue the respective receipts; to open bank accounts in the name of the Company at any bank, banks or credit institutions, draw against the same and determine the or those persons who individually or jointly could do so, and establish the rules for the operation of the same, deposit funds into those accounts and endorse checks payable to the Company; to purchase or rent safety deposit boxes which may be in the name of the Company; to draw and issue drafts, promissory notes and acceptance bills; to transact or submit to arbitration or litigation any controversy in which the Company may be involved, to appoint and constitute all kinds of agents, lawyers, solicitors and attorneys-in-fact, general or special, delegating all or part of the herein granted powers and to revoke such delegations.

The power of attorney herein granted may be used and exercised by **Sigmundur David Gunnlaugsson** to act individually, in any part of the world including any country, state, colony, province, municipality or political sub-division of any country.

Issued and signed this 9th day of October, 2007

WINTRIS INC.

MEMBER	CERTIFICATE NUMBER	DATE OF ISSUE	NUMBER OF SHARES	NUMBER OF SHARES AUTHORISED TO BE ISSUED
Anna Sigurlaug Palsdottir [REDACTED]	1	09-10-07	1,000	50,000

Certificate Number: 1

Number of Shares: 1,000

WINTRIS INC.

Incorporated under the BVI Business Companies
Act 2004

Number of shares authorized to be issued:

A maximum of 50,000 no par value shares of a single class

This is to Certify that:

Anna Sigurlaug Palsdottir is entitled
to ONE THOUSAND(1,000) shares of the above
named Company, subject to the Memorandum and Articles of Association of the said Company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued
this 9th day of October, 2007.

[REDACTED]

Director

[REDACTED]

Director

WINTRIS INC.

MEMBER	CERTIFICATE NUMBER	DATE OF ISSUE	NUMBER OF SHARES	NUMBER OF SHARES AUTHORISED TO BE ISSUED
Sigmundur David Gunnlaugsson [REDACTED]	2	09-10-07	1,000	50,000

Certificate Number: 2

Number of Shares: 1,000

WINTRIS INC.

Incorporated under the BVI Business Companies
Act 2004

Number of shares authorized to be issued:

A maximum of 50,000 no par value shares of a single class

This is to Certify that:

Sigmundur David Gunnlaugsson is entitled to ONE THOUSAND(1,000) shares of the above named Company, subject to the Memorandum and Articles of Association of the said Company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 9th day of October, 2007.

[REDACTED]

Director

[REDACTED]

Director

WINTRIS INC.
(Incorporated in the B.V.I.)

REGISTER OF MEMBERS

(Section 41 (1))

MEMBERS Name & Address	Cert. N°	N° & Class of Shares	Date Entered (Registered Shares) / Date Issued (Bearer Shares)	Transfer / Exchange			Repurchase, Redemption					
				Date	N° & Class of Shares	New Cert. N°	Date	N° & Class of Shares	N° & Class of Treasury Shares	New Cert. N°	N° & Class Of Shares Cancelled	
Anna Sigurlaug Palsdottir [REDACTED]	1	1,000	09-10-07									
Sigmundur David Gunlaugsson [REDACTED]	2	1,000	09-10-07									

ORIGINAL REGISTER KEPT AT: NAME _____ (if applicable)

ADDRESS: _____ (if applicable)

WINTRIS INC.
(Incorporated in the B.V.I.)

REGISTER OF DIRECTORS

(Section 118 (1))

FULL NAME (Any Former Names or Alias)	ADDRESS	DATE OF APPOINTMENT	DATE OF RESIGNATION
George ALLEN	Mossfon Bldg., 54th Street, Panama, Rep. of Panama	09-10-07	
Jaqueline ALEXANDER	Mossfon Bldg. 54th Street, Panama, Rep. of Panama	09-10-07	
Carmen WONG	Mossfon Bldg. 54th Street, Panama, Rep. of Panama	09-10-07	

ORIGINAL REGISTER KEPT AT: NAME: _____ (if applicable)

ADDRESS: _____ (if applicable)