

CERTIFICATE OF CORPORATE INCUMBENCY AND AUTHORITY

IN RE: RETEL Brokerage Services, Inc. (the "Corporation")
Name of Corporation

I, the undersigned officer of the Corporation hereby certify that I have reviewed the books and records of the Corporation, and that the individuals named below are the officers of the Corporation holding the title indicated:

Kathy Kelly-Jacobs President

William Jacobs Vice President

____ Secretary

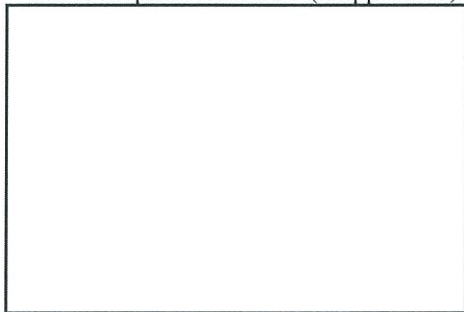
____ Treasurer

Kathy Kelly-Jacobs (Authorized Agent) (other)

and that Kathy Kelly-Jacobs, William Jacobs, and/or _____ in his/her/their capacity as officer(s) of the Corporation (as set forth above), each individually/or any two of them has/have the authority to sign, seal, deliver, negotiate accept and enter into agreements, contracts and other instruments or documents by and on behalf of the Corporation in accordance with the Bylaws of the corporation.

WITNESS our hands and seals as of the 25th day of April, 2013.

Affix corporate seal here (if applicable)



Kathy Kelly-Jacobs
President

William Jacobs
Vice President

Secretary

Treasurer

Kathy Kelly-Jacobs
Other