

TERRITORY
OF THE
BRITISH VIRGIN ISLANDS

The Business Companies Act

(SECTION 113 (1))

*

POWER OF ATTORNEY
GRANTED BY

BARYFON CONSULTANTS LTD.

**MEMORANDUM OF THE SOLE DIRECTOR OF
BARITON CONSULTANTS LTD. .
("the Company")**

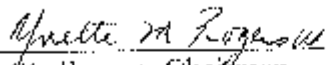
In accordance with the Articles of Association of the Company, I the undersigned, VENLAW CONSULTANTS CO. INC., being its sole director, do hereby set down the following on record:

RESOLVED: To grant, as it is hereby granted, a General Power of Attorney in favour of **Mr. Victor ZVAGELSKIY, with individual signature right.**

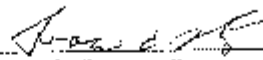
There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.

Adopted and signed this 12th day of February, 2007

For and behalf of
VENLAW CONSULTANTS CO. INC., Director



Yvette Rogers, Chairman



Francis Perez, Secretary



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 12th February, 2007, we, **BARITON CONSULTANTS LTD.**, a company existing under the BC Act of the British Virgin Islands (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint **Mr. Victor ZVAGELSKIY, with individual signature right** (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation, but not limited to, the following matters:

1. To negotiate, conclude, sign, execute and deliver on behalf of the Company such conveyances, transfers, assignments, deeds, documents, licenses, authorities or agreements as said Attorney shall consider necessary or proper to enable it to dispose of or acquire any assets in any part of the world (hereinafter referred to as "the assets") on such terms as the Attorney shall consider proper or desirable in his absolute discretion.
2. To ask, demand, sue for, recover, enforce payment of, and receive all sums of money, securities of moneys, debts, shares, goods, effects and things, whether movable or immovable now or hereafter owing, payable or belonging to us by virtue of any security or upon any balance of accounts or otherwise however, and to give, sign and execute receipts, quittances and other discharges for any property or thing in action whatsoever.
3. To create, sign, execute, deliver, register, acknowledge or perfect in any way required by applicable law such mortgages, charges, liens or encumbrances over the assets and any ancillary assets, properties and developments so acquired by the Company for such consideration and on such terms and subject to such conditions as the Attorney shall consider necessary or desirable in his absolute discretion.
4. To pay, settle, adjust, deduct and allow all taxes, rates, charges, deductions, expenses and all other payments and outgoings whatsoever due and payable or to become due and payable for or on account of any property, whether movable or immovable and whether in possession or in action, now or hereafter belonging to us or to which we may become entitled.
5. To enter into leases and collect rents on behalf of the Company with regard to any properties.
6. To open and to close bank accounts, to deposit funds and securities in our accounts whether existing or to be opened, to dispose of any funds or securities deposited in such accounts and to draw cheques on our accounts, whether existing or to be opened, to establish credit facilities with banks, borrow funds, and pledge the Company's assets (including any properties or bank accounts) as security for such borrowings or

credit facilities, to lend money to, or to guarantee debts and obligations of, any person, corporate or natural, whether or not related to the Company and to sign all kinds of documents in connection with our accounts or money.

7. To take such steps as may be necessary under applicable law to qualify the Company to do business and for such purpose to complete, sign and deliver such documents, appear before authorities and enter into such undertakings or bonds as may be necessary or desirable.
8. To purchase or sell on behalf of the Company all or any stocks, shares, annuities, debentures, bonds, obligations and all other kinds of securities or investments and to that end to employ and pay brokers and other agents on its behalf.
9. To subscribe to any Memorandum or Articles of Association of any company to be incorporated, to apply for any shares or debentures in any company incorporated or to be incorporated, to execute and do on our behalf and in our name all such deeds, documents, instruments and things in connection with or relating to our membership or directorship in any company in which we are members or directors or in which we shall become members or directors at any time, but without derogating from the generality of the foregoing, to execute on our behalf and in our name any declarations or declaration, consents to act as directors, trust deeds, debentures, application for shares or debentures, consent to short notice for meeting and other documents and waivers whatsoever, and to act for us in our capacity as shareholders, members and/or directors of any company.

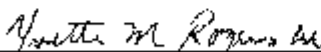
AND WE DECLARE THAT the present power of attorney is valid for a period of one year from the date first above written.


And the Company hereby declares that this instrument shall at all times be conclusively binding on the Company in favour of third parties who have not received notice of the revocation thereof, and the exercise by the Company itself, from time to time, of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

This instrument is to be construed and interpreted as a general power of attorney with no limitations on the power and authority of the attorney to act as long as such acts are lawful and in the interest of the Company.

IN WITNESS whereof this power of attorney has been issued and signed on the date first above written.

For and behalf of
VENLAW CONSULTANTS CO. INC.


Yvette Rogers, Director


Francis Perez, Director

