

CERTIFICATE OF PARTNERSHIP RESOLUTIONS
OF
HABSHEY FAMILY LIMITED PARTNERSHIP

We, the undersigned, do hereby certify that we are all the general partners of HABSHEY FAMILY LIMITED PARTNERSHIP, an Alabama limited partnership, and that the following is a true copy of resolutions duly adopted by the general partners of said limited partnership at a meeting thereof duly called after written notice to each general partner and held on the ____ day of June, 2002.

"BE IT RESOLVED, that it is in the best interest of this limited partnership for STAR ENTERPRISES, INC. (hereinafter "Borrower") to borrow money from HERITAGE BANK (hereinafter "Lender") to allow Borrower to refinance certain debt and obtain needed working capital acquire, and this loan to Borrower by Lender, and this refinancing and working capital by the Borrower will benefit this limited partnership.

BE IT FURTHER RESOLVED, that in order to induce Lender to make this loan to Borrower, this limited partnership will grant a mortgage on certain property owned by this limited partnership as security for Borrower's obligations to Lender on this loan.. The form, terms and provisions of the mortgage which evidence, secure, or otherwise concern this obligation of this limited partnership to Lender has been delivered to this limited partnership, and approved by this limited partnership.

BE IT FURTHER RESOLVED, that the general partner of this limited partnership and any of its officers are hereby authorized and directed to execute and deliver to Lender, the above-described mortgage, together with any additional instruments which are required by Lender and satisfactory to the general partner or its officers in the name of and on behalf of this limited partnership with such changes in the mortgage as shall be satisfactory to the general partner or its officer. The general partner's satisfaction with any mortgage and with such additional documents or such additional instruments shall be conclusively evidenced by its or its officer's execution of the instrument or such additional instrument.

BE IT FURTHER RESOLVED, that all actions heretofore taken by the general partner of this limited partnership, or any of its officer in connection with this transaction are hereby ratified, affirmed and approved.

We further certify that true and correct copies of this limited partnership's Certificate of Limited Partnership and Limited Partnership Agreement, and all amendments thereto are affixed to

this certificate.

We do further certify that the specimen signatures set forth below are those of the general partner of the limited partnership authorized and empowered by the foregoing resolution to act for the limited partnership:

MAGNA MANAGEMENT, INC.

BY: *Ana Graciela E. Montalvo*
(Its President)

We further certify that the Certificate of Limited Partnership and the Limited Partnership Agreement of the limited partnership contain no provisions requiring a vote or consent of any limited partner or any other individual or party to authorize the action of the general partners as set forth in the foregoing resolutions, and that said resolutions are and remain in full force and effect.

IN WITNESS WHEREOF, We have hereunto set our hands as the general partner of said limited partnership, this 27 day of June, 2002.

MAGNA MANAGEMENT, INC.

BY: *Ana Graciela E. Montalvo*
(Its President)

OFFICIAL ACKNOWLEDGEMENT

I, *The undersigned*, a judge of a court of record in Panama, or a mayor of any city in Panama, or a chief magistrate of any city, town, borough or county of Panama, a notary public of Panama or a diplomatic, consular, or commercial agent of the United States hereby certify that *Ana Graciela E. Montalvo*, whose name as President of MAGNA MANAGEMENT, INC. a corporation, as general partner of HABSHEY FAMILY LIMITED PARTNERSHIP, a limited partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she, as such officer, and with full authority, executed the same voluntarily, as an act of said corporation, acting in its capacity as general partner as aforesaid.

Given under my hand and official seal, this the 27 day of June, 2002.



SIGNATURE

Lic. Raúl A. Adames Franceschi
Notario Público Undécimo

Printed Name and Title of Official