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QUOTAS' TRANSFER AND ASSIGNMENT AGREEMENT

The undersigned, **JOSE PABLO ARCE PIÑAR**, of legal age, single, resident of San José, Costa Rica, bearer of personal id number one-one thousand one hundred and sixty six-nine hundred forty two, and **MAURICIO GONZALEZ CRESPO**, of legal age, single, attorney, resident of San José, Costa Rica, bearer of personal id number one-nine hundred fifty five- eight hundred ninety eight (from now on referred to as **THE ASSIGNORS**); and **COSTA RICA INVESTMENTS, LLC**, a corporation duly recorded under the Laws of the State of Delaware, United States of America, represented hereby Mr. **RAFAEL ENRIQUE CAÑAS COTO**, of legal age, married, lawyer, resident of San José, Costa Rica, bearer of the personal id number one- seven hundred eighty seven- six hundred seventy one (from now on referred to as **THE ASSIGNEE**) through this means agrees to celebrate this agreement which will be governed by the Laws of the Republic of Costa Rica and by the following clauses:

FIRST: As of this date **THE ASSIGNORS** own, in equal shares, one hundred per cent of the capital stock of the company **GRANDE BEACH HOLDINGS, LIMITADA**, bearer of corporate identification number 3-102-378985, which is the sum of ten thousand colones represented by ten nominative quotas with a value of one thousand colones each.

SECOND: Through this means **THE ASSIGNORS**, assign and transfer for their face value (ten thousand colones), all of their quotas within the said company to **COSTA RICA INVESTMENTS, LLC**.

THIRD: Mr. **CAÑAS COTO** acting on behalf of **COSTA RICA INVESTMENTS, LLC** accepts the aforementioned assignment and transfer in relation with the entire stock capital of **GRANDE BEACH HOLDINGS, LIMITADA**.

FOURTH: **THE ASSIGNORS** authorize the Manager of the company **GRANDE BEACH HOLDINGS, LIMITADA**, and to the corresponding officers in order to perform an entry in the Quotaholders'

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Registry Book of the company, in which this assignment and transfer is contemplated. In the same manner, COSTA RICA INVESTMENTS, LLC from this day on, shall be known as the legitimate owner of the aforementioned quotas, who may, at its lone discretion, dispose of them as a private object and for the consecution of its interests. Once the entry is duly registered in the Quotaholders' Registry Book and signed by the corresponding officers, the definite stock certificates will be issued. In the mean time, provisional quota certificates will be issued.

IN WITNESS WHEREOF, WE HEREBY SIGN THIS DOCUMENT IN THE CITY OF SAN JOSE, COSTA RICA,
AT FOURTEEN HOURS OF THE TENTH DAY OF MAY OF THE YEAR TWO THOUSAND AND FIVE.



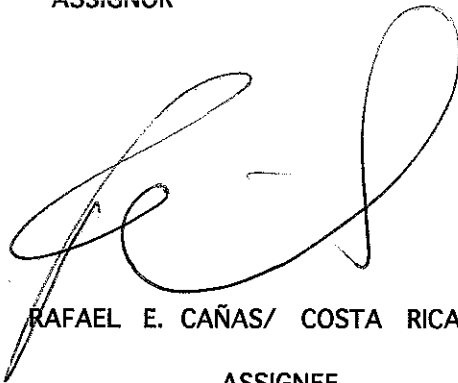
JOSE P. ARCE

ASSIGNOR



MAURICIO LARA

ASSIGNOR



RAFAEL E. CAÑAS/ COSTA RICA INVESTMENTS, LLC

ASSIGNEE