ACS INFRASTRUCTURE DEVELOPMENT, INC.

SECRETARY'S CERTIFICATE

I, Nieves Polanco Escolar, certify that I am the duly elected and qualified Secretary of ACS Infrastructure Development, Inc., a Delaware corporation (the "Corporation"), and that as such, I am authorized to execute this Secretary's Certificate on behalf of the Corporation and its wholly-owned subsidiary, The Currituck Development Group, LLC, a Delaware limited liability company (the "Developer"). This Secretary's Certificate is being delivered pursuant to Section 2 of the Pre-Development Agreement, dated as of the date hereof, (the "Pre-Development Agreement"), between North Carolina Turnpike Authority and the Developer. Capitalized terms used herein and not defined shall have the respective meanings attributed thereto in the Pre-Development Agreement. I do hereby certify, in the name of and on behalf of the Corporation and the Developer, and solely in my capacity as Secretary of the Corporation, as follows:

1. Attached hereto as **Exhibit A** is a true, correct, and complete copy of the Certificate of Incorporation of the Corporation as in effect at the date hereof and at all times since April 20, 2006 (the "Corporation Formation Date"). The Corporation's Certificate of Incorporation has not been modified, amended, or rescinded, in whole or in part, and no steps have been taken by the Board of Directors or the sole shareholder of the Corporation, as the case may be, to effect any amendment or other modification of such Certificate of Incorporation and no such amendments have been filed with the Delaware Secretary of State since the Corporation Formation Date.

2. Attached hereto as **Exhibit B** is a true, correct, and complete copy of the By-laws of the Corporation, which By-laws have not been amended, modified or rescinded, as in full force and effect at the date hereof and at all times since February 11, 2009.

3. Attached hereto as **Exhibit C** is a true, correct, and complete copy of the Certificate of Formation of the Developer as in effect at the date hereof and at all times since February 20, 2009 (the "Developer Formation Date"). The Developer's Certificate of Formation has not been modified, amended, or rescinded, in whole or in part, and no steps have been taken by the Corporation, as the sole member of the Developer, to effect any amendment or other modification of such Certificate of Formation and no such amendments have been filed with the Delaware Secretary of State since the Developer Formation Date.

4. Attached hereto as **Exhibit D** is a true, correct, and complete copy of the Limited Liability Company Agreement for the Developer, which Limited Liability Company Agreement not been amended, modified or rescinded, as in full force and effect at the date hereof and at all times since April 21, 2009.

5. Attached hereto as **Exhibit E** is a true, correct and complete copy of the resolutions duly adopted by unanimous written consent by the Board of Directors of the Corporation on April 21, 2009, authorizing, among other things, the execution, delivery, and performance by the Corporation of the Limited Liability Company Agreement of the Developer, the Guaranty, the execution by Developer of the Pre-Development

Agreement, and the transactions and other documents contemplated thereby (collectively, the "Project Documents"). Such resolutions have not been amended, modified or rescinded, are in full force and effect in the form adopted and are the only resolutions adopted by the Board of Directors with respect to the transactions contemplated therein.

6. Attached hereto as **Exhibit F** is a certificate of the Secretary of State of Delaware evidencing the Corporation's good standing in the State of Delaware.

7. Attached hereto as **Exhibit G** is a certificate of the Secretary of State of the North Carolina evidencing the Corporation's qualification to transact business in the State of North Carolina.

8. Attached hereto as **Exhibit H** is a certificate of the Secretary of State of Delaware evidencing the Developer's good standing in the State of Delaware.

9. Attached hereto as **Exhibit I** is a certificate of the Secretary of State of the North Carolina evidencing the Developer's qualification to transact business in the State of North Carolina.

10. The individuals listed below are duly elected or appointed, qualified and authorized on behalf of the Corporation and Developer to execute and deliver the Project Documents and the other documents to be delivered in connection therewith, and the signatures and titles associated with the Corporation set forth opposite their respective names are their true and authentic signatures and titles.

Name	Title	Specimen Signature
Manuel García Buey	Chief Executive Officer	
Francisco José Fernández LaFuente	President	
Juan Santamaría Cases	Chief Operating Officer	
Nieves Polanco Escolar	Secretary	

IN WITNESS WHEREOF, I have signed this Secretary's Certificate of the Corporation this day of 2009.

By: _____
Name: Nieves Polanco Escolar
Title: Secretary

I, Juan Santamaria, Chief Operating Officer of the Corporation do hereby certify that Nieves Polanco Escolar is hereof and has been at all times since January 31, 2007, the duly elected, qualified and acting Secretary of the Corporation, and the signature set forth above is the true and correct signature of such officer.

By: _____
Name: Juan Santamaría Cases
Title: Chief Operating Officer

Exhibit A

Certificate of Incorporation for the Corporation

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACS INFRASTRUCTURE DEVELOPMENT, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF APRIL, A.D. 2006, AT 2:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4145377 8100

060368312

AUTHENTICATION: 4682093

DATE: 04-20-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:15 PM 04/20/2006
FILED 02:08 PM 04/20/2006
SRV 060368312 - 4145377 FILE

CERTIFICATE OF INCORPORATION

OF

ACS INFRASTRUCTURE DEVELOPMENT, INC.

FIRST: The name of the corporation is ACS Infrastructure Development, Inc. (the "Corporation").

SECOND: The address, including street, number, city and county of the registered office of the Corporation in the State of Delaware is: 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware is: Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, having par value $10.00 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

Cynthia R. Smith
Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The power to adopt, amend or repeal the Corporation's By-Laws is conferred upon the Board of Directors, but this shall not divest the stockholders of the power, nor limit their power, to adopt, amend or repeal the Corporation's By-Laws.

EIGHTH: The following provisions are inserted for purposes of the management of the business and conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide, and the meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Certificate of Incorporation otherwise provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

TENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which a director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. No repeal or modification of this Article TENTH shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ELEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in or covered by such Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

IN WITNESS WHEREOF, I do execute this Certificate and affirm and acknowledge, that this Certificate is my act and deed and that the facts stated herein are true, this 20th day of April, 2006.

Cynthia R. Smith
Sole Incorporator