

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That **CARLISLE INVESTMENTS INC.**, a company organised under and pursuant to the laws of the British Virgin Islands, (hereinafter called the "Company"), does hereby constitute and appoint:

Marco Maximilian Elser
(Rome, Italy 30 September, 1958)

as its true and lawful attorney-in-fact and in its name, place and stead, to do any and every act and exercise any and every power that the Company might or could do and that said attorney for the Company shall deem proper and advisable, intending hereby to vest in him a Power of Attorney, limited to the following:

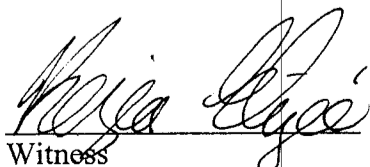
- “the purchase of 100% of the quotas of UPGRADE srl (an italian company with limited liability). To pay the price up to € 100,000 (one hundred thousand) and to issue (on behalf of Carlisle) any kind of guarantee so that the acquisition can be successfully completed.
- the purchase of the all the notes issued and outstanding by UPGRADE Srl. To pay the price up to € 1,200,000 (one million two hundred thousand) and to issue (on behalf of Carlisle) any kind of guarantee so that the acquisition can be successfully completed.”

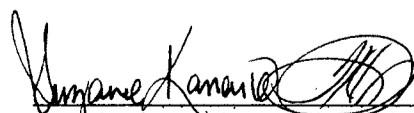
This power of attorney is to extend to all acts of any kind which may be requisite and necessary to be done under the circumstances hereinabove described as fully, to all intents and purposes, as might be done by any officer or officers of the Company with full power of substitution.

This Power-of-Attorney will expire in 30 days from the date of issuance.

In testimony whereof the Company has caused this power of attorney to be duly executed on this 25th day of June, 2007.

SIGNED, SEALED AND DELIVERED
in the presence of:


Witness


Standard Nominees Limited
Director

