

MINUTES OF THE MEETING OF THE MANAGERS OF

FINERMAN INVESTMENTS LLC

That the Undersigned have been designated Agents of the Managers of the Company:

Place:

Date: 10th day of September, 2008.

Time: two o' clock in the afternoon (2:00 p.m.)

PLUTARCO COHEN, ELBA FERNNADEZ DE GARCIA, being Agents of the Managers of **FINERMAN INVESTMENTS LLC** hereby confirms that in accordance to the Company's Agreement, the following resolutions were ratified, approved and adopted:

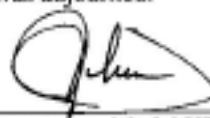
FIRST: To grant a General Power of Attorney in favor of Mr. JULIO CESAR ZAMBRANO GONZALEZ, male, of legal age, and RICARDO OCTAVIO ZAMBRANO GONZALEZ, male, of legal age, both with address at Chile 705 y Sucre, Mezanine Oficina 2, Guayaquil, Ecuador.

SECOND: To authorize Mrs JULIO CESAR ZAMBRANO GONZÁLEZ and RICARDO OCTAVIO ZAMBRANO GONZÁLEZ, Managers of the Company, to grant the above mentioned Power of Attorney in the terms and conditions they may deem convenient, and according to the instrument attached hereto as exhibit A.

There being no further matters to be discussed, the meeting was adjourned.



ELBA FERNANDEZ DE GARCIA
Agent of the Manager



PLUTARCO COHEN
Agent of the Manager



ACTA DE JUNTA GENERAL EXTRAORDINARIA Y UNIVERSAL DE ACCIONISTAS DE LA COMPAÑIA INFORMAPORT S.A. CELEBRADA EL QUINCE DE ENERO DEL AÑO DOS MIL TRECE.

En la ciudad de Guayaquil, a los quince días del mes de enero del año dos mil trece, a las 10h00 horas, en el local social de la Compañía ubicada en el Kilómetro 5 de la vía Daule, se reúnen los accionistas de INFORMAPORT S. A. a saber: RICARDO OCTAVIO ZAMBRANO GONZALEZ, en representación de la compañía FINERMAN INVESTMENTS LLC. de nacionalidad Estadounidense, según carta poder que aparece a la presente acta propietaria de novecientos noventa y nueve acciones ordinarias y nominativas de un dólar cada una; y, RICARDO ZAMBRANO GONZALEZ, propietario de una acción ordinaria y nominativa de un dólar.

Actúan en calidad de Presidente Ad-Hoc, el Ing. JULIO CESAR ZAMBRANO GONZALEZ, y como secretario el señor JUAN XAVIER BARBA ICAZA, en su calidad de Gerente de la Compañía.

Se resuelve constituirse en Junta General Extraordinaria y Universal de Accionistas, con el objeto de conocer y aprobar los siguientes puntos:

- 1.- Aprobación de Estados Financieros del año 2012
- 2.- Informe de Gerencia del año 2012
- 3.- Informe de Comisario del año 2012

Se deja constancia de que el Secretario formuló la lista de asistentes pertinente, de conformidad con el Art.239 de la Ley de Compañías.

A continuación El Presidente de la Junta, dispone que se proceda a conocer el PRIMER Y ÚNICO PUNTO del Orden del Día:

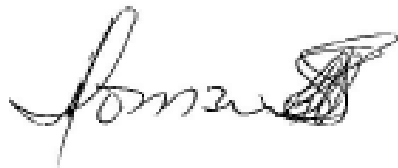
La Junta resuelve por unanimidad la aprobación y autoriza a la Gerencia a emitir dichos informes, para ser remitidos a los respectivos Organismos de Control.

No habiendo otro asunto que tratar El Presidente declara terminada la sesión, concediendo un receso para la redacción del acta. Hecho que fue leído a los concurrentes es aprobada por unanimidad y sin ninguna modificación firmando para constancia todos los asistentes. Se levanta la sesión a las 11h30.- F) JUAN XAVIER BARBA ICAZA GERENTE - SECRETARIO.

F) JULIO CESAR ZAMBRANO GONZALEZ PRESIDENTE. F) P. FINERMAN INVESTMENTS LLC. ACCIONISTA. RICARDO ZAMBRANO GONZÁLEZ. ACCIONISTA. F) RICARDO ZAMBRANO GONZÁLEZ. ACCIONISTA.

CERTIFICO: Que el acta que antecede es fiel copia de su original que reposa en el Archivo de la Compañía y al que me remitiré. Guayaquil, quince de enero del dos mil trece.


JUAN XAVIER BARBA ICAZA
GERENTE GENERAL - SECRETARIO









GENERAL POWER OF ATTORNEY

FINERMAN INVESTMENTS LLC a Company incorporated under the laws of the State of Delaware, hereby appoints Mr. **JULIO CESAR ZAMBRANO GONZALEZ**, male, of legal age, and **RICARDO OCTAVIO ZAMBRANO GONZALEZ**, male, of legal age, both with address at Chile 705 y Sucre, Mezanine Oficina 2, Guayaquil, Ecuador, as its true and lawful attorney-in-fact- to act in its name, place and stead.

WHEREAS:-

By the Articles of Association of the Company the Manager and/or Members may from time to time and in any time provide for the management of the affairs of the Company abroad through Attorneys or Agencies and may appoint any person to be such Attorney or Agent and the Managers and/or Members may from time to time delegate to such Attorney or Agent any of the powers authorities and discretions of the time being vested in them and upon such terms and subject to such conditions as the Managers or Members may deem fit.

By a Resolution of the Managers of the Company passed at a Meeting held on the 10th day of September, 2008, the Company RESOLVED to appoint:

Mr. **JULIO CESAR ZAMBRANO GONZALEZ**, male, of legal age, and **RICARDO OCTAVIO ZAMBRANO GONZALEZ**, male, of legal age, both with address at Chile 705 y Sucre, Mezanine Oficina 2, Guayaquil, Ecuador.

To be the true and lawful Attorney to the Company, and in the name of and on behalf of the Company to do the following acts:

One: To represent the grantor in his businesses, being able to: sign, execute, acknowledge and deliver on behalf of The Company, any and all contracts, agreements and instruments, including member agreements, membership purchase agreements, resolutions of Managers and/or Members, deeds, writs and indentures, to negotiate price, to agree with clauses and conditions, to receive and to concede quitance, to waive and relinquish, to compromise, to receive summons, judicial notifications, to constitute proxys for any purpose, considering what Attorneys may deem necessary and proper for the conduct and management of the Company's business affairs as per its By-Laws object clause, and finally to practice all the acts, of any kind and whatsoever, upon such terms and conditions and for such consideration as such attorney shall deem necessary or advantageous for the Company and, especially, for the lawful execution of this mandate, and to represent grantor in any meeting related therefore or thereupon.

Two: To execute, acknowledge and deliver on behalf of the Company any and all contracts, of the incorporation of companies, real-estate purchase agreements,



options to purchase, deeds, lease, assignments, extensions and any other instruments or agreements as such attorney shall deem necessary or advantageous of the Company.

AND IT IS HEREBY AGREED BY THE MANAGERS THAT:

The Company HEREBY UNDERTAKES to ratify whatsoever the Attorney shall lawfully do or cause to be done in the premises and to indemnify him against all costs and expenses properly incurred by him hereunder.

Further **FINERMAN INVESTMENTS LLC** grants to its attorney-in-fact the full power and authority to do and perform all and every act and thing required and proper to be done in the exercise of any of the rights and powers granted herein as fully as it might do.

This instrument is to be construed and interpreted as a general power of attorney. The failure to enumerate a specific item, power, or authority does not restrict nor limit the attorney-in-fact from doing them.

The rights, powers, and authority granted to said attorney-in-fact shall be effective on the date this document is signed and delivered to the attorney-in-fact and shall remain in effect unless sooner canceled by **FINERMAN INVESTMENTS LLC**.

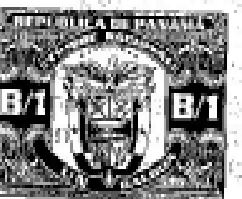
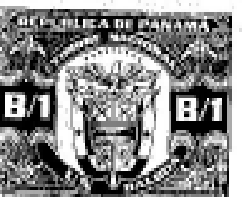
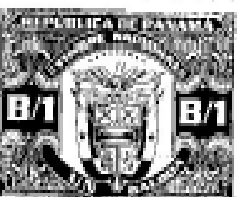
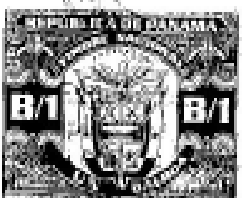
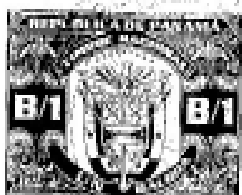
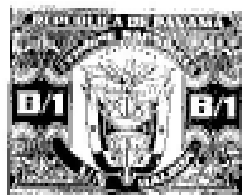
Dated: September 10th, 2008

PLUJARCO COHEN
Agent of the Manager

ELBA FERNANDEZ DE GARCIA
Agent of the Manager

Ys
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CE
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APOSTILLE

Convention de la haye du 5 octobre 1961

1 Pais PANAMA

El presente documento público

2 ha sido firmado por Juan D. Smith

3 quien actúa en calidad notario

4 y este revuelto del sello/timbre de f

CERTIFICADO 18 SEP 2008

5 EN Panamá 1 6 el día 18

7 por DIRECCIÓN ADMINISTRATIVA

8 Bajo el número 101,636

9 Sello/timbre 10 Firma 2

Este Apostillado se

impone responsabilidad

en caso de contenido

del documento.

Mythia A. St