

**SEÑOR INTENDENTE DE COMPAÑÍAS DE GUAYAQUIL:**

**LUIS ALFREDO MANCHENO HEINERT**, a nombre y en representación de la compañía **GENERAL DE COMERCIO S.A. (GENECOMSA)** (EXPEDIENTE # 106031), portadora del RUC # 0992214279001, ante usted comparezco y solicito:

**1.- ANTECEDENTES.**

1.1.- ALBANY AGENCY INC., es una sociedad constituida al amparo de las Leyes de Belice, el día 22 de octubre de 2003.

La referida sociedad, en la actualidad, es propietaria de 1 acción ordinaria y nominativa de USD \$ 10.00, dentro del capital social de la compañía ecuatoriana denominada GENERAL DE COMERCIO S.A. (GENECOMSA).

1.2.- El día 08 de septiembre de 2015, se suscribió tanto la Declaración de Disolución y Liquidación de la sociedad ALBANY AGENCY INC., así como la Reunión de Asamblea General de Accionistas, en donde se adjudicó la acción que ésta mantiene dentro del capital social de la compañía ecuatoriana denominada GENERAL DE COMERCIO S.A. (GENECOMSA).

En virtud de la adjudicación de la acción referida en párrafos precedentes, la asignación de la acción quedó establecida de la siguiente manera:

1.2.1.- 1 acción ordinaria y nominativa de USD \$ 10.00, a favor de la sociedad uruguaya denominada ALKADER SOCIEDAD ANÓNIMA.

**2.- SOLICITUD.**

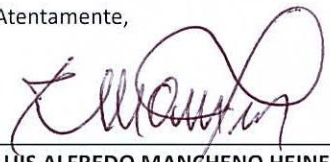
Con los antecedentes expuestos, solicito de manera especial se sirva en aprobar la actualización de la base de datos de sus dependencias, en el sentido de establecer la nueva composición accionaria de la compañía GENERAL DE COMERCIO S.A. (GENECOMSA), en virtud de la liquidación de la sociedad ALBANY AGENCY INC. y la posterior adjudicación de su acción a la siguiente persona:

2.1.- 1 acción ordinaria y nominativa de USD \$ 10.00, a favor de la sociedad uruguaya denominada ALKADER SOCIEDAD ANÓNIMA.

Al ser una adjudicación de acción, el valor total del acto jurídico es de USD \$ 0.00

Agradeciendo de antemano por la atención brindada a la presente.

Atentamente,



**LUIS ALFREDO MANCHENO HEINERT**  
C.C. # 090516407-5



## APOSTILLE

(Convention De La Haye Du 5 octobre 1961)

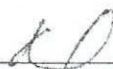
Country: Belize

1. Public Document: REGISTERED AGENT'S CERTIFICATE -  
ALBANY AGENCY INC.
2. Has been signed by: RISHI ALAIN MUNGAL
3. Acting as: NOTARY PUBLIC
4. Bearing the Seal of: NOTARY PUBLIC

CERTIFIED

5. At Belize City
6. On the November 20<sup>th</sup> 2015
7. By Edmund O. Pennil
8. Under No. 20797/2015
9. Seal
10. Signature



  
Deputy Registrar General

"CERTIFICATION: I, **Rishi Alain Mungal, Notary Public** of Belize, HEREBY CERTIFY that the signature appearing on the attached Registered Agent's Certificate (in the Spanish language) for the company **ALBANY AGENCY INC.** is the authentic signature of **Esther N. Aguet**, an authorized signatory of Morgan & Morgan Trust Corporation Belize Limited."





**Rishi Alain Mungal**  
Notary Public  
My Commission is for Life

Date: November 20<sup>th</sup> 2015



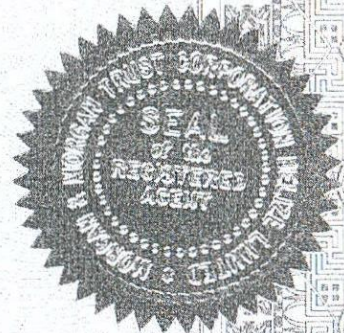
## CERTIFICADO DEL AGENTE REGISTRADO

Nosotros, **MORGAN & MORGAN TRUST CORPORATION BELIZE LIMITED**, una sociedad de Belice, debidamente incorporada bajo el capítulo 206 de la Ley de Belice, registrada desde el 7 de abril de 1992 e inscrita en Panamá bajo la ficha SE1378, Documento 1210033 desde el 20 de Septiembre, 2007 como último Agente Registrado y Oficina Registrada de la Compañía **ALBANY AGENCY INC.**, por este medio certificamos que los siguientes documentos adjuntos son una fotocopia verdadera, completa y válida de los documentos originales:

- Certificado de Disolución, fechado el 10 de octubre de 2015;
- Declaración para liquidar y disolver la Compañía, fechada el 8 de septiembre de 2015; and
- Reunión de Asamblea General de Accionistas, fechada el 8 de septiembre de 2015.

Fechado este **18 de noviembre de 2015.**

  
**MORGAN & MORGAN TRUST  
CORPORATION BELIZE LIMITED**  
AGENTE REGISTRADO  
**ESTHER N. AGUET**  
Firma Autorizada



THE INTERNATIONAL BUSINESS COMPANIES ACT,  
Chapter 270 of the Laws of Belize, Revised Edition 2000

**Certificate of Dissolution**

*The undersigned, Registrar of International Business Companies, HEREBY  
CERTIFIES, pursuant to Sections 102 (6) (b) of The International Business Companies Act, that*

ALBANY AGENCY INC.

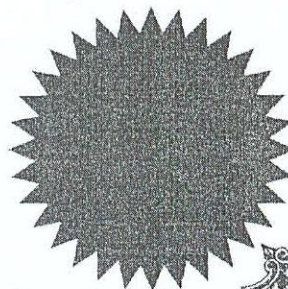
*(A company incorporated under said Act) is dissolved with effect from the*

10th day of October, 2015 and that it has complied with all the

*requirements of said Act in respect of dissolution.*

*GIVEN under my hand and seal in Belize City, Belize*

this 10th day of October, two thousand fifteen



*Sanjiv Dorricks*  
DEPUTY REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

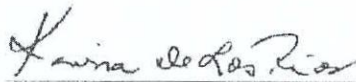
**DECLARATION TO LIQUIDATE AND DISSOLVE**

**ALBANY AGENCY INC.**  
**("the Company")**

For the purposes of liquidating and dissolving **ALBANY AGENCY INC.** ("the Company") a Belizean Company, duly registered in accordance with the I.B.C. Ordinance of 1990 and Registered with number **31,779** since **October 22, 2003**, I, in my capacity of Sole Shareholder of the aforementioned company, hereby declare:

1. That at present, the Company has no assets to be distributed to its shareholders or/and no pending legal action (s) has been taken against the Company in any Court of Belize or outside its territory.
2. That the Company appoint **BELIZEAN LIQUIDATORS SERVICES INC.** a Bahamas Company Registered with Number 63,002 B since August 6, 1997, to be the liquidator of the Company and submit the Plan of Dissolution to the Registry of the Belize.
3. That in consideration that **BELIZEAN LIQUIDATORS SERVICES INC.** shall act only in accordance with the instructions given by the undersigned, we agree to hold harmless and indemnify **BELIZEAN LIQUIDATORS SERVICES INC.**, from any responsibility or liability of any kind arising from claims against the Company or in respect to any outstanding distributions of assets or payment of debts of the Company, including court costs and expenses to defend any legal action started by third parties by reason of any act or omission performed in respect to this liquidation.

Date: **September 8, 2015.**



**KARINA DE LOS RIOS**  
Proxyholder

MEETING OF A GENERAL ASSEMBLY OF SHAREHOLDERS OF THE CORPORATION

ALBANY AGENCY INC. HELD ON September 8, 2015

The meeting was opened and Mrs. Karina De Los Rios was designated as Chairman of the meeting, by unanimous decision of the shareholders.

The Chairman declares that the purpose of the meeting was to dissolve the company. In turn, he declares that:

**FIRST:** the assets shall be distributed in full to the majority shareholder of the company, namely ALKADER S.A. The assets owned by the company are:

- 1) Two (2) common and nominative shares of FORTY CENTS OF A DOLLAR OF THE UNITED STATES OF AMERICA (US\$0.40) each in the company SALCEDO INTERNATIONAL INTERSAL S.A., an Ecuadorian company whose main activity is the purchase, sale, lease, management of Real property, brokerage, barter and agency thereof.
- 2) One (1) nominative share of FOUR CENTS OF A DOLLAR OF THE UNITED STATES OF AMERICA (US\$0.04) in the company ECUADOR INTERNATIONAL S.A. (ESALCU), an Ecuadorian company whose main activity is construction of buildings.
- 3) One (1) nominative share of FOUR CENTS OF A DOLLAR OF THE UNITED STATES OF AMERICA (US\$0.04) in the company COMERCIO GENERAL S.A. (COSALK), an Ecuadorian company whose main activity is agricultural construction.
- 4) One (1) common and nominative share of TEN DOLLARS OF THE UNITED STATES OF AMERICA (US\$10.00) in the company GENERAL DE COMERCIO S.A. (GENECOMSA), an Ecuadorian company whose main activity is the import, marketing of construction machinery.
- 5) One (1) common and nominative share of FOUR CENTS OF A DOLLAR OF THE UNITED STATES OF AMERICA (US\$0.04) in the company CARACOLI S.A., an Ecuadorian company whose main activity is residential construction.
- 6) Two and one half (2.5) common and nominative shares of FORTY CENTS OF A DOLLAR OF THE UNITED STATES OF AMERICA (US\$0.40) in the company COSTILLAS S.A., an Ecuadorian company whose main activity is construction as well as export, import and marketing of machinery and spares for agriculture, industry and construction.

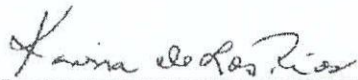
The General Assembly of Shareholders resolves, by unanimous vote:

- 1) To approve the dissolution of ALBANY AGENCY INC. and to liquidate its assets.
- 2) To approve the distribution of the company assets in favor of ALKADER S.A.
- 3) To authorize Mrs. Karina De Los Rios to carry out all transactions required and proper as well as to sign on behalf of ALBANY AGENCY INC. any document necessary and pertaining to the dissolution and liquidation of company assets.

**SECOND:** Authorizing the Plan of Dissolution;

**THIRD:** Authorizing Morgan & Morgan Trust Corporation Belize Limited to perform any duties necessary to enable the dissolution of the Company in Belize, including appointing the liquidator.

There being nothing further to discuss, the Chairman declared a recess for drafting of this minute. Reinstated the session, this minute was read aloud to those present who approved it in all its parts and in testimony and acceptance thereof sign at the foot of the document, the meeting coming to an end at eleven hours on the same day.



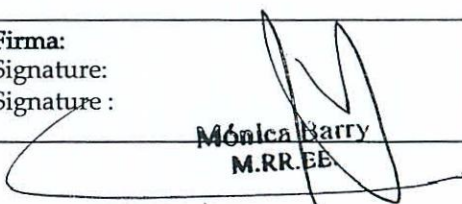
KARINA DE LOS RIOS  
Proxyholder



# APOSTILLE

(Convention de La Haye du 5 octobre 1961)



|                                                                                                           |                                                                                     |                                         |                                                                                                                 |
|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 1. País<br>Country / Pays :                                                                               | República Oriental del Uruguay                                                      |                                         |                                                                                                                 |
| El presente documento público<br>This public document / Le présent acte public                            |                                                                                     |                                         |                                                                                                                 |
| 2. ha sido firmado por<br>has been signed by<br>a été signé par                                           | CRISTINA FRAGA CHAO                                                                 |                                         |                                                                                                                 |
| 3. quien actúa en calidad de<br>acting in the capacity of<br>agissant en qualité de                       | ASESOR III ESCRIBANO                                                                |                                         |                                                                                                                 |
| 4. y está revestido del sello / timbre de<br>bears the seal / stamp of<br>est revêtu du sceau / timbre de | SCJ                                                                                 |                                         |                                                                                                                 |
| Certificado<br>Certified / Attesté                                                                        |                                                                                     |                                         |                                                                                                                 |
| 5. en<br>at / à                                                                                           | Montevideo                                                                          | 6. el día<br>the / le                   | 3 de Junio de 2015                                                                                              |
| 7. por<br>by / par                                                                                        | Centro de Atención Ciudadana<br>Ministerio de Relaciones Exteriores                 |                                         |                                                                                                                 |
| 8. bajo el número<br>Nº<br>sous nº                                                                        | 00015039355025N                                                                     |                                         |                                                                                                                 |
| 9. Sello / timbre:<br>Seal / stamp:<br>Sceau / timbre :                                                   |  | 10. Firma:<br>Signature:<br>Signature : | <br>Mónica Barry<br>M.RR.EE |

## Documento Apostillado: CERTIFICACION NOTARIAL

Esta Apostilla certifica únicamente la autenticidad de la firma, la calidad en que el signatario del documento haya actuado y, en su caso, la identidad del sello o timbre del que el documento público esté revestido.

Esta Apostilla no certifica el contenido del documento para el cual se expidió.

Esta Apostilla se puede verificar en la dirección siguiente: <http://www.mrree.gub.uy>.

This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.

This Apostille does not certify the content of the document for which it was issued.

To verify the issuance of this Apostille, see <http://www.mrree.gub.uy>.

Cette Apostille atteste uniquement la véracité de la signature, la qualité en laquelle le signataire de l'acte a agi et, le cas échéant, l'identité du sceau ou timbre dont cet acte public est revêtu.

Cette Apostille ne certifie pas le contenu de l'acte pour lequel elle a été émise.

Cette Apostille peut être vérifiée à l'adresse suivante: <http://www.mrree.gub.uy>.



**CONSTANCIA****INSCRIPCIÓN EN EL REGISTRO ÚNICO TRIBUTARIO**

Empresas y otras entidades unipersonales o pluripersonales

**6351**

Versión 00

**DGI**  
DIRECCIÓN  
GENERAL  
IMPOSITIVA

|                                     |                                  |
|-------------------------------------|----------------------------------|
| Denominación<br><b>ALKADER S.A.</b> | N° de RUT<br><b>217528350010</b> |
|-------------------------------------|----------------------------------|

|                         |                                   |                                      |
|-------------------------|-----------------------------------|--------------------------------------|
| N° de local<br><b>2</b> | Tipo de local<br><b>PRINCIPAL</b> | Fecha de Inicio<br><b>09/03/2015</b> |
|-------------------------|-----------------------------------|--------------------------------------|

|                        |                            |                                                       |                       |
|------------------------|----------------------------|-------------------------------------------------------|-----------------------|
| Residente<br><b>Si</b> | Establecimiento permanente | Unidad Administrativa de Gestión<br><b>MONTEVIDEO</b> | Grupo<br><b>NOCED</b> |
|------------------------|----------------------------|-------------------------------------------------------|-----------------------|

**Domicilio FISCAL**

|                                   |                                |     |          |                               |
|-----------------------------------|--------------------------------|-----|----------|-------------------------------|
| Departamento<br><b>MONTEVIDEO</b> | Localidad<br><b>MONTEVIDEO</b> |     |          |                               |
| Calle<br><b>SORIANO</b>           | Nro. Puerta<br><b>1124</b>     | Bis | Nro. Ap. | Código Postal<br><b>11100</b> |

**Domicilio CONSTITUIDO**

|                                   |                                |     |          |                               |
|-----------------------------------|--------------------------------|-----|----------|-------------------------------|
| Departamento<br><b>MONTEVIDEO</b> | Localidad<br><b>MONTEVIDEO</b> |     |          |                               |
| Calle<br><b>SORIANO</b>           | Nro. Puerta<br><b>1124</b>     | Bis | Nro. Ap. | Código Postal<br><b>11100</b> |

**Actos y Fechas de Vigencia**

|                             |                                        |                                  |                                            |
|-----------------------------|----------------------------------------|----------------------------------|--------------------------------------------|
| Acto<br><b>INSCRIPCION</b>  | Fecha de vigencia<br><b>10/11/2014</b> | Procedencia<br><b>PRESENCIAL</b> | Fecha de Presentación<br><b>27/11/2014</b> |
| Acto<br><b>MODIFICACION</b> | Fecha de vigencia<br><b>09/03/2015</b> | Procedencia<br><b>PRESENCIAL</b> | Fecha de Presentación<br><b>12/03/2015</b> |

**Períodos de Actividad**

|                                                            |                                                   |
|------------------------------------------------------------|---------------------------------------------------|
| Fecha de inicio/reinicio de actividades<br><b>10/11/14</b> | Fecha de cancelación de actividades<br><b>/ /</b> |
|------------------------------------------------------------|---------------------------------------------------|

