

# POWER OF ATTORNEY

## ATLANTIC CONSTRUCTION LLC

KNOW ALL MEN BY THESE PRESENTS that ATLANTIC CONSTRUCTION LLC, a Company incorporated under the laws of the State of Delaware, on December 14, 2009, File No. 4636741 (hereinafter called "the Company") has made, constituted and granted, and by these presents does make, constitute and appoint:

**HUMBERTO JACINTO NOBOA JUSTAVINO**

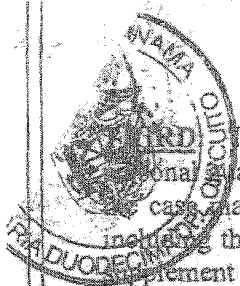
Holder of the Ecuadorian Passport # 0904244324

Acting individually,

as the Company's true and lawful Attorneys-in-Fact, for it and in its name, place and stead, for its sole use and benefit, from time to time and at all times until this authority shall be revoked and written notice of such revocation shall have been delivered:

**FIRST:** To administer, rule, govern, dispose of the capital of the Company and of all real and personal property, tangible or intangible, present and future, to sell, acquire, exchange, assign, transfer, to adjudicate in payment and otherwise dispose of said property, whether exclusively owned by the Company or in conjunction with other natural or juridical persons; to purchase, sell and/or integrate quotas of companies of limited liability, to agree on, grant, consent, acknowledge, perform, execute, amend and cancel all kinds of real personal obligations and juridical acts, acts as aforesaid, contracts and agreements of administration and decision, to dispose of and acquire by purchase, prices, sums of money, benefits, causes, conditions, terms and other formalities for the exclusive exercise of proxies such as to acquire, promise associate, sell, assign, exchange, adjudicate, transfer, transact, mortgage, hypothecate, sue, acknowledge ownership and other rights to approve dividends and awards and cessation of joint ownership of condominiums, to consent to several or joint obligations of all kinds and to lease as lessor or lessee, and to borrow, deposit, pledge or lend, collect and receive credits, whether present or future and any sums due to the Company, to receive the proceeds of transfer or loans entered into on behalf of the Company, to receive any property given on account of obligations, to extend, modify, renovate, rescind, annul, dissolve and consent rescissions, to confirm, subrogate, delegate and accept delegations of obligations and agreements of all kinds and any other acts; to demand benefits arising from contractual sources. Any sale, transfer, lease, exchange or other disposition of more than 50 percent of the assets of the Company, if not made in the usual or regular course of the business carried on by the Company, must be submitted to each member with an outline of the proposal and its approval must be authorized by a resolution of members, whether by meeting or consent

**SECOND:** To open, close and manage accounts with one or more banking, brokerage and financial institutions. To withdraw or transfer funds, to confirm present and future deposits of money, securities, goods, merchandise, documents and correspondence of public offices, banking institutions, whether public or private and specifically to draw, sign, accept, dishonor, endorse, discount, protest and pay checks, bills of exchange, scripts, promissory notes and other credit documents of a commercial or civil nature and to receive their respective amounts. To consult and receive information on balances, transactions and similar details for any of the accounts that the company may have with any banking and financial institution.



**THIRD:** To contract credits or mortgage loans, whether on pledge or single, with or without real or personal guarantee, whether in cash, debentures, mortgage, bonds or otherwise, accepting and signing, as the case may be, all rules and provisions of the constitutional laws or by-laws of lending institutions, including the provision that all mortgages granted shall secure credits given by the making of a new or supplement credit.

**FOURTH:** To enter into and constitute contracts with trading companies, commercial joint stock companies, partnerships, or limited liability companies, or companies of any other nature and descriptions, to establish the terms or agreements that shall rule their operations, to carry on any kind of contributions to the capital thereof, to accept managerial or directorship offices, to attend meetings, to grant extensions, dissolve and make amendments in respect thereto, either in whole or in part, to subscribe, purchase and sell shares, evidences of indebtedness, private or public loans, to collect coupons and share dividends.

**FIFTH:** To lease forts or safe deposit boxes, to request the opening thereof or those already leased in the name of the Company and to withdraw the contents thereof.

**SIXTH:** To attend meetings of creditors, to discuss and vote thereat and at regular and special meetings, to vote for increase or reductions of capital and to exercise every act set forth in the By-Laws of the Company on account of the representations vested in him and to grant and apply for grief's and adjournments and to file insolvency and bankruptcy proceedings for the Company.

**SEVENTH:** To file, continue, withdraw and terminate all kinds of transactions and proceedings before any State, Legislative or Municipal authority or agency, autonomous agencies, decentralized services, customs, post and telegraph offices, national or municipal tax collector's offices, internal revenue offices, authorities responsible for the control of exchange, imports and exports, pension funds, labor offices and any other authority before which the Company may deem necessary to be or be interested in exercising or enforcing its rights.

**EIGHTH:** To pay and satisfy taxes, fees or liens of any kind, to formulate, claim, dishonor, observe, accept and contest payment, transactions, inventories, assessments and tax returns.

**NINTH:** To collect and receive in or out of judicature whatever is due to the Company, to receive considerations for transfers or loan amounts, to give and demand receipts or charges of payment in whole or in part for every sum whether received or paid, to receive property of all kinds on account of debts due to the Company and in lieu of mortgage or collateral securities.

**TENTH:** To transfer, grant possession and bind the Company to clear titles.

**ELEVENTH:** To represent the Company, and in order to protect all ownership rights and any other interests, actions and other present and future transactions, the proxy may exercise all general and special powers for legal and administrative proceedings, such as to bring lawsuits, to oppose to him, to answer, to confer upon, withdraw from lawsuits, to continue all kinds of suits, petitions, special actions, to settle and compromise, to furnish all kinds of evidences such as to answer interrogatories, to give decisory oaths and defer to him, to take all kinds of ordinary and extraordinary remedies and to withdraw from him, to submit disputes to arbitration, to formulate, accept, rectify and ratify inventories, sworn statements or property, appraisals, expert testimonies, to collect and receive payment of debts by legal proceeding, to request all kinds of securities or prohibitions and the discontinuance thereof, to file bankruptcy proceedings, to request evictions and make demands for payment.


**THIRTEENTH:** To substitute this power in whole or in part, to confer special representations and delegations, reserving the right to take up powers and to revoke.

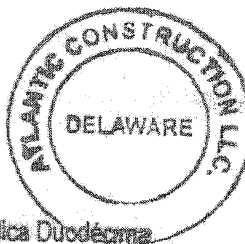
**FOURTEENTH:** This Power of Attorney may be exercised by the proxy appointed herein in any country, foreign state or nation and while in the exercise of such power, the proxy shall execute and subscribe public and private documents and instruments of all kinds.

**FOURTEENTH:** This power of Attorney shall be in force up to the six (6<sup>th</sup>) day of January, Two Thousand Twelve (2012).

This Company hereby gives unto the attorney broad general powers to do and perform every act whatever requisite and convenient to be done in the premises, as fully as it could do, hereby ratifying all the said attorney shall do or cause to be done by virtue hereof.

I, **GLOBAL INTERVEST CORPORATION**, duly represented by Elisa Edghill, Manager and President of **ATLANTIC CONSTRUCTION LLC**, have hereunto set my hand and affixed the corporate seal of the Company this 6<sup>th</sup> day of January, 2009.

  
Elisa Edghill  
For and On Behalf of  
**GLOBAL INTERVEST CORPORATION**  
Manager and President



Yo, **JULIA H. CORREA ORTIZ**, Notaria Pública Duodécima del Circuito de Panamá, con cédula No. 9-53-773

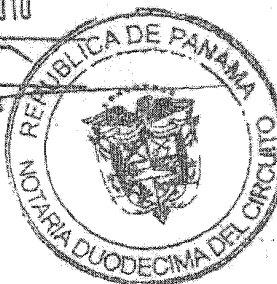
**CERTIFICO:**

Que la(s) firma(s) anterior(es) ha(n) sido reconocida(s) como suya(s) por los firmantes por lo consiguiente dicha(s) firma(s) es(son) auténtica(s).

Panamá, 28 JUL 2010

  
Testigos

  
Licda. **JULIA H. CORREA ORTIZ**  
Notaria Pública Duodécima



MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
**ATLANTIC CONSTRUCTION LLC**  
HELD ON THE 6<sup>th</sup> DAY OF JANUARY, 2009.

A Meeting of the Board of Directors of **ATLANTIC CONSTRUCTION LLC** ("the Company"), a Company incorporated under the laws of Delaware, was held on the 6th day of the month of January, 2009, prior notice of the meeting.

The following Managers were present: **GLOBAL INTERVEST CORPORATION**, duly represented by Elisa Edghill and **UNIVERSAL INTERGROUP CORPORATION**, duly represented by Nahir de Garrido.

The meeting was presided by Elisa Edghill on behalf of **GLOBAL INTERVEST CORPORATION**, President of the Company, and Nahir de Garrido on behalf of **UNIVERSAL INTERGROUP CORPORATION**, Secretary of the Company, acted as Secretary of the meeting and kept the minutes thereof.

After the meeting was declared open, the Chairman stated that the purpose of the meeting was to grant a General Power of Attorney in favor of **HUMBERTO JACINTO NOBOA JUSTAVINO**, holder of the Ecuadorian Passport # 0904244324, so that he can act individually on behalf of the Company.

After several considerations to this respect, the following proposal, after discussed, was unanimously approved and adopted:


**IT WAS RESOLVED:**


To grant, as it is hereby granted a General Power of Attorney in favor of **HUMBERTO JACINTO NOBOA JUSTAVINO**, Holder of the Ecuadorian Passport # 0904244324, so that he can act individually on behalf of the Company.

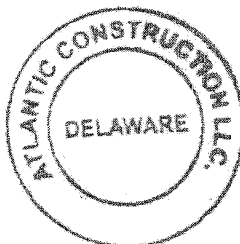
**IT WAS FINALLY RESOLVED:**

To authorize, as it is hereby authorized, Elisa Edghill on behalf of **GLOBAL INTERVEST CORPORATION**, Manager/President of the company, to grant said Power of Attorney, under the terms and conditions that she may consider convenient for the best interests of the Company.

There being no further matter to discuss, the meeting was adjourned.

  
Elisa Edghill  
For and on behalf of  
**GLOBAL INTERVEST CORPORATION**  
Manager/President

  
Nahir de Garrido  
For and on behalf of  
**UNIVERSAL INTERGROUP CORPORATION**  
Manager/Secretary



## ATLANTIC CONSTRUCTION LLC


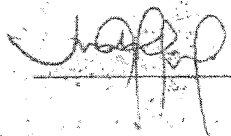
I, Elisa Edghill, acting on behalf of GLOBAL INTERVEST CORPORATION, Manager and President of ATLANTIC CONSTRUCTION LLC, do make oath and say that the annexed Power of Attorney, dated on the six (6th) day of January, Two Thousand Nine (2009), in the City of Panama, Republic of Panama, has been signed and executed as per the expressed authorization of the Board of Directors. I also certify that the seal affixed and impressed at the foot or end of the said Power of Attorney, is the Common Seal of the Company, and was affixed and impressed thereto in accordance with the dispositions in the Articles of Association.

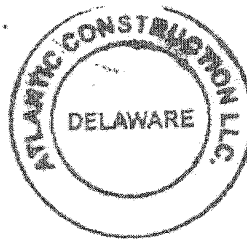
Acting on behalf of  
GLOBAL INTERVEST CORPORATION

  
Elisa Edghill  
Manager and President

Sworn to this 6<sup>th</sup> day of January, 2009.

Witness to the above signature:



APOSTILLE

Convention de la haye du 5 octobre 1961

1 Pais PANAMA

El presente documento público

2 ha sido firmado por Juan A. Carr

3 quien actua en calidad Notario

4 y esta revestido del sello/timbre de 8

CERTIFICADO

28 JUL 2010

5 EN Panamá 6 el día

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 4,866

9 Sello/timbre 10 Firma Walter A. Fito

