

**THE CHARYBDIS LIMITED PARTNERSHIP**

**Resolution of the Partnership**

**Granting a Limited Power of Attorney**

**22<sup>nd</sup> March 2011**

The undersigned, being the duly authorised signatories of the general partner of the Charybdis Limited Partnership, do hereby adopt the following resolution:-

**Whereas:**

- (a) The Charybdis Limited Partnership ("the Partnership") is a New Zealand Limited Partnership created and registered under the provisions of the Limited Partnerships Act 2008 ("the Act"), with its registered office at Level 3, 280 Parnell Road, Parnell, Auckland, New Zealand.
- (b) By virtue of section 47 of the Act, General Partner Limited, as general partner of the Partnership, is fully empowered to exercise signatory authority on behalf of the Partnership.
- (c) The Partnership wishes to grant a limited power of attorney to Franberc Andrade Ceballos ("the Attorney"), an Ecuadorian national resident in Guayaquil, and holder of Ecuadorian National Identity Card Number 091251331-4, for the purposes of acquiring certain shares on behalf of the Partnership.


**It is hereby resolved that:**

- 1. The Partnership grants to the Attorney a limited power to act as its attorney-in-fact for the following purposes:
  - (i) To purchase shares in Reilet S.A., Servicios Integrales de Exportación Agrícola C.A., Nutriorganic S.A., Nutriecopad S.A., and Vitanutriorganic S.A. (collectively, "the Shares"), on behalf of the Partnership.
  - (ii) To execute any and all documents and perform all such acts as are required under the laws of Ecuador in order to fully effect transfer of the beneficial and legal title to the Shares to the Partnership.

**CHARYBDIS LIMITED PARTNERSHIP**

(By its general partner, General Partner Limited)

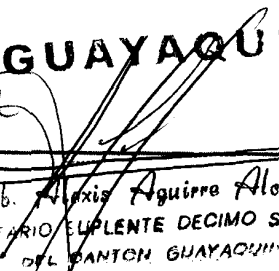
  
Karen Anne Marshall

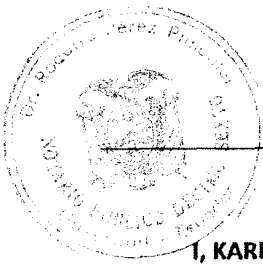
  
Geoffrey Peter Cone

LO CERTIFICO, ES COPIA DEL  
AL DOCUMENTO QUE ME HA  
SIDO EXHIBIDO.

23 ENE 2012

**GUAYAQUIL**

  
Ab. Alexis Aguirre Alomia  
NOTARIO SUPLENTE DECIMO SEXTO  
DEL CANTON GUAYAQUIL



**CERTIFICATE OF GOOD STANDING**

**CHARYBDIS LIMITED PARTNERSHIP**

I, **KAREN ANNE MARSHALL**, Barrister and Solicitor, authorised and admitted to practice within New Zealand **CERTIFY** that:

1. **CHARYBDIS LIMITED PARTNERSHIP** ("the LP") is a limited partnership registered and subsisting under the Limited Partnerships Act 2008 of New Zealand ("the Act");
2. **AND** the LP deed was entered into on 5 January 2011;
3. **AND** the LP was registered at the New Zealand Companies Office on 12 January 2011 (New Zealand LP Number 2543456).

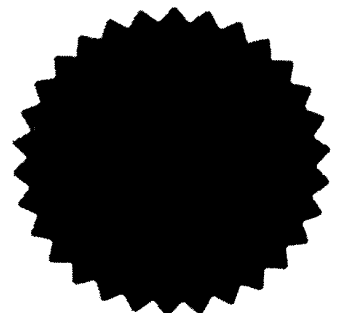
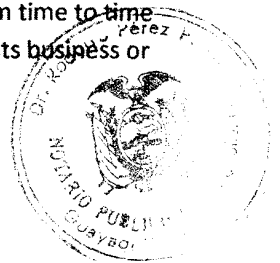
I further certify that according to the documents on the file of the company, filed in the Companies Office register:

- (a) **FIRSTWELL CAPITAL LIMITED** of Alfaro, Ferrer & Ramirez (BVI) Limited, R.G. Hodge Plaza, Second Floor, Upper Main Street, Road Town, Tortola, British Virgin Islands is the Limited Partner of the LP;
- (b) **CONSTELATIO RESIDENCES LIMITED** of Level 3, 280 Parnell Road, Parnell, Auckland, New Zealand is the General Partner of the LP;
- (c) **THE** registered office of the LP is **Level 3, 280 Parnell Road, Parnell, Auckland, New Zealand**;
- (d) **THE** LP has been in continuous and unbroken existence since the date of its incorporation;
- (e) **NO** action is currently being taken by the Register of Companies for striking the LP off the register and dissolving it as defunct;
- (f) **THE** LP is not in liquidation or subject to an administration order;
- (g) **NO** receiver or manager of the LP's property has been appointed; and
- (h) **SUBJECT** always to relevant local law, the LP is entitled to carry on any business and undertake any activity throughout the world which may determine from time to time and to do all ancillary and incidental things required to give efficacy to its business or other activities.

Certified this 11th day of January 2012.

**Karen Anne Marshall**

David G. R. Short  
Notary Public  
170 Parnell Road  
Auckland, New Zealand



**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. **Country: New Zealand**  
Pays / País:
- This public document**  
Le présent acte public / El presente documento público
2. **has been signed by: David Gould Russell Short**  
a été signé par:  
ha sido firmado por:
3. **acting in the capacity of: Notary Public**  
agissant en qualité de:  
quien actúa en calidad de:
4. **bears the seal / stamp of: David Gould Russell Short**  
est revêtu du sceau / timbre de:  
y está revestido del sello / timbre de:

**Certified**

Attesté / Certificado

at: Wellington  
à / en:6. the: 13 January 2012  
le / el día:by: The Authentication Unit  
par / por:

DOY FE QUE ESTE DOCUMENTO ES  
No: 05613.6 FIEL COPIA DE SU ORIGINAL  
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Seal / Stamp: Y CONSTA DE 2 FOLIA(S)  
Sceau / Timbre: Guayaquil, 23 JAN 2012  
Timbre:

10. Signature:  
Signature / Firma:

*Sh. Polaris Aguirre Alomia*  
NOTARIO SUPLENTE DECIMO SEXTO  
DEL CANTON GUAYAQUIL

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