

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 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:

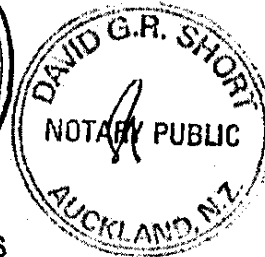
- (a) **THE** registered office of the LP is located in **Auckland, New Zealand**;
- (b) **THE** LP has been in continuous and unbroken existence since the date of its incorporation;
- (c) **NO** action is currently being taken by the Registrar of Companies for striking the LP off the register and dissolving it as defunct;
- (d) **THE** LP is not in liquidation or subject to an administration order;
- (e) **NO** receiver or manager of the LP's property has been appointed; and
- (f) **SUBJECT** always to relevant local law, the LP is entitled to carry on any business and undertake any activity throughout the world which it 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 on 22 January 2014.



Karen Anne Marshall

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



NOTARIA SEGUNDA DEL CANTÓN SAMBORONDÓN PROVINCIA DEL GUAYAS
De conformidad con lo que dispone el Art. 18 numeral 5to. de la ley
Notarial Vigente. DOY FE: Que las fotocopias que anteceden en (1.1).
UNA fojas útiles, están conformes con sus originales, que
se me Exhiben.-En la ciudad de Samborondón, a 04...FEB..2014..


AB. VIRGINIA MAGDALEM CALDERÓN AGUIRRE
NOTARIA 22A DEL CANTÓN SAMBORONDÓN

Te Tari Taiwhenua

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

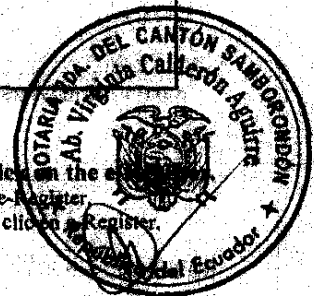
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a été signé par:
ha sido firmado por:
3. **acting in the capacity of: Notary Public**
agissant en qualité de:
quien actúa en calidad de:
4. **bears the seal / stamp of: David Gould Russell Short**
est revêtu du sceau / timbre de:
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Attesté / Certificado

5. **at: Wellington**
à / en:
6. **the: 28 January 2014**
le / el día:
7. **by: The Authentication Unit**
par / por:
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THE CHARYBDIS LIMITED PARTNERSHIP

Resolution of the Partnership

Granting a Limited Power of Attorney

11th January 2013

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 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 representing the Partnership at certain shareholders meetings, and executing certain official forms required by the *Superintendencia de Compañías de Ecuador* ("the Authorities").

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 exercise the voting rights attached to any and all shares held by the Partnership in Reilet S.A., Servicios Integrales de Exportación Agrícola C.A. (Serintagro), Nutriorganic S.A., Nutriecopad S.A., and Vitanutriorganic S.A. (collectively, "the Companies"), at meetings of the shareholders of the Companies or by way of a resolution of the shareholders.
 - (ii) To execute any and all documents required by the Authorities in order to demonstrate the Partnership's holding of shares in the Companies.

CHARYBDIS LIMITED PARTNERSHIP

(By its general partner, Constelatio Residences Limited)


Karen Anne Marshall

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



NOTARIA SEGUNDA DEL CANTÓN SAMBORONDÓN PROVINCIA DEL GUAYAS
De conformidad con lo que dispone el Art. 18 numeral 5to. de la ley
Notarial Vigente. DOY FE: Que las fotocopias que anteceden en (1)
UNA fojas útiles, están conformes con sus originales, que
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AB. VIRGINIA MAGDALENA CALDERÓN AGUIRRE
NOTARIA 2DA. DEL CANTÓN SAMBORONDÓN

Te Tari Taiwhenua

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No: 07300.3

n° / bajo el número:

Seal / Stamp:

Sceau / Timbre:

Sello / Timbre:

Certified

Attesté / Certificado

6. the 15 February 2013

le / a:

10. Signature

Signature / Firma:

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