

Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: **United States of America**
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 21st day of September 2009
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-10394595B
9. Seal/Stamp
10. Signature



James Bizzarri
Special Deputy Secretary of State

PODER ESPECIAL

RAINY DAY HOLDINGS LLC



En su calidad de accionista de las compañías ecuatorianas que se mencionan mas adelante, representada por el señor Rashad Wareh, por este medio otorga poder a favor del señor

PABLO FERNANDO BANDERAS VALDIVIESO

de nacionalidad ecuatoriana, portador del pasaporte No. 170449944-9

para que el mandatario pueda contestar demandas a nombre de la compañía mandante y cumplir, a nombre de la mandante, las obligaciones establecidas en la Ley de Compañías para las empresas extranjeras accionistas de compañías ecuatorianas, sin que por ello deba entenderse que la mandante será considerada como establecimiento permanente en el país, ni estará obligada a establecerse en el Ecuador, ni a inscribirse en el Registro Único de Contribuyentes, ni a presentar declaraciones de impuesto a la renta.

El apoderado por ningún motivo será personalmente responsable de las obligaciones de la compañía mandante.

RAINY DAY HOLDINGS LLC, es accionista de las siguientes compañías:

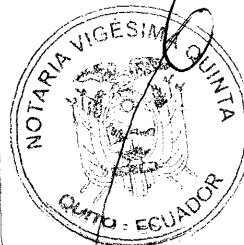
ASESORA PANAMERICANA S.A. ASPANAM
BIENRAISA S.A.
CARBOQUIL S.A.
ECUACAMPO S.A.
EXIMPORT S.A.
INMORUÑA S.A.
INTELLSA S.A.
MARIANEXAS S.A.
MOTRANSA C.A.
SOLUCIONES DINAMICAS FOOD SOLUTIONS
TRANDINA S.A.
VIA EXPRESS C.A.,

Yo, Rashad Wareh, apoderado de Rainy Day Holdings LLC, he firmado y sellado el presente documento el *21 de Septiembre 2009*.

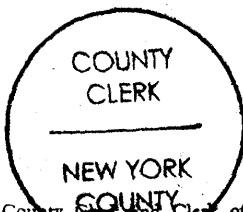
En nombre y representación
RAINY DAY HOLDINGS LLC

Rashad Wareh

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)



On the 21st day of September in the year 2009, before me, the undersigned, personally appeared Rashed Wareh, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



State of New York } ss.:
County of New York }

732407 Form 1

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Anne D'Andrea

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

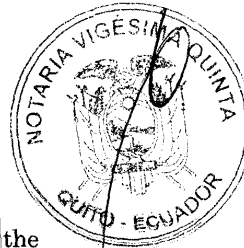
IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

SEP 21 2009

FEE PAID \$3.00

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)



On the 21st day of September in the year 2009, before me, the undersigned, personally appeared Rashad Wareh, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

COUNTY
CLERK

ANNE D'ANDREA
Notary Public, State of New York
No. 010000010
Qualified in Queens County
Certificate Filed in N.Y. County
Commission Expires May 31, 2011

My Commission expires:

NOTARIA VIGESIMA QUINTA.- En aplicacion a la
Ley Notarial DCM FF que la fotocopia que antecede
esta confirma con el original que me fue presentado
en Quito 24 ENE 2011

Quito a.



[Signature]
Dr. Felipe Iturralde Dávalos
NOTARIO VIGESIMO QUINTO
DEL CANTON QUITO