

**TERRITORIO DE LAS ISLAS VÍRGENES BRITÁNICAS
LEY DE FEDATARIOS Y NOTARIOS PÚBLICOS DE 2007**

CERTIFICADO NOTARIAL

Yo, **Rickie St. A. Davis**, Notario Público con domicilio y ejercicio profesional en las Islas Vírgenes Británicas, **por el presente certifico que** he cotejado la firma de **J. Andrés Calvo**, estampada en el Certificado de Cargo de Agente Registrado adjunto fechado el 9 de diciembre de 2009 expedido con respecto de **MILLFORE INTERNATIONAL LIMITED**, y certifico asimismo que dicha firma es la firma auténtica y correcta del precitado **J. Andrés Calvo** de quien me consta personalmente que es firmante autorizado de Morgan y Morgan Trust Corporation Limited y que la mencionada firma se ha presentado ante mí para su autenticación.

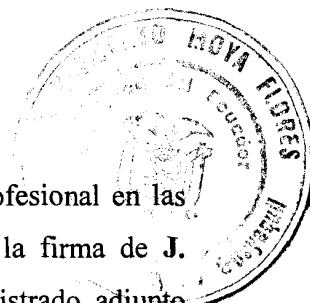
Fechado hoy, 11 de diciembre de 2009

[Firma]
Rickie St. A. Davis
NOTARIO PÚBLICO

[Timbre]

[Sello notarial]

Mi cargo es vitalicio



TERRITORIO DE LAS ISLAS VÍRGENES BRITÁNICAS
THE BVI BUSINESS COMPANIES ACT 2004 (as amended)

(Ley de Sociedades Mercantiles de las Islas Vírgenes Británicas de 2004, en su versión enmendada)

CERTIFICADO DE INCUMBENCIA

MILLFORE INTERNATIONAL LIMITED
(la "Sociedad")



Nosotros, MORGAN & MORGAN TRUST CORPORATION LIMITED, sociedad constituida al amparo de las leyes de las Islas Vírgenes Británicas y titular de una licencia general de fideicomiso en virtud de la *Banks and Trust Companies Act* de 1990 (Ley de bancos y sociedades fiduciarias de 1990, en su versión enmendada), en calidad de Representante Autorizado de **MILLFORE INTERNATIONAL LIMITED**, sociedad debidamente constituida en las Islas Vírgenes Británicas como Sociedad Mercantil Internacional con número de sociedad 263544 el 5 de enero de 1998 y re-inscrita automáticamente como BVI Business Company (Sociedad Mercantil de las Islas Vírgenes Británicas) el 1 de enero de 2007, **por el presente certificamos que:**

1. Morgan & Morgan Trust Corporation Limited es el Representante Autorizado y presta servicios de domicilio social en nombre de la Sociedad. El domicilio de la Sociedad se encuentra en Morgan & Morgan Building, Pasea Estate, Road Town, Tortola, Islas Vírgenes Británicas.
2. De acuerdo con los registros disponibles en el domicilio de la Sociedad, la Sociedad se halla debidamente constituida y es una sociedad válidamente existente y acreditada en virtud de las leyes de las Islas Vírgenes Británicas.
3. El capital autorizado de la Sociedad es de 50.000,00 dólares estadounidenses, dividido en 50.000 acciones con un valor nominal de 1,00 dólar estadounidense cada una. Se han emitido cien (100) acciones únicamente.
4. Según el libro-registro de administradores y directivos que obra en el domicilio social de la Sociedad, el Administrador Único debidamente elegido de la Sociedad es:

JESSE GRANT HESTER

- ADMINISTRADOR ÚNICO

5. Según el libro-registro de acciones que obra en el domicilio social de la Sociedad, el accionista de la misma es:

NOMBRE

Nº DE ACCIONES QUE OSTENTA

JESSE GRANT HESTER

100

6. A nuestro leal sabe y entender, no existen acciones judiciales pendientes ni inminentes en contra de la Sociedad, no se ha adoptado ningún acuerdo para su disolución voluntaria ni se ha nombrado a ningún liquidador sobre sus bienes.
7. Según los archivos que obran en el domicilio social de la Sociedad, la Sociedad no guarda un libro-registro de hipotecas, cargos y otros gravámenes.

Fechado este 9 de diciembre de 2009

(Firma) MORGAN & MORGAN TRUST CORPORATION LIMITED
REPRESENTANTE AUTORIZADO

J. Andrés Calvo
Signatario autorizado

REF: **MILLFORE INTERNATIONAL LIMITED**
RE: **Registry issued Certificate of Good Standing dated December 9, 2009.**

APOSTILLE

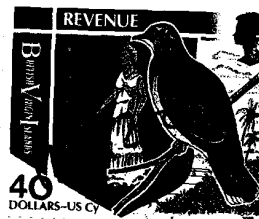
(Convention de La Haye du 5 octobre 1961)

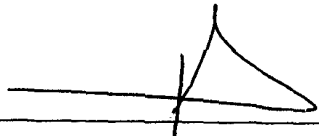


1. Country: **British Virgin Islands**
This public document
2. has been signed by: **MYRNA HERBERT**
3. acting in the capacity of: **Registrar of Corporate Affairs**
4. bears the seal/stamp of: **Registrar of Corporate Affairs**

Certified

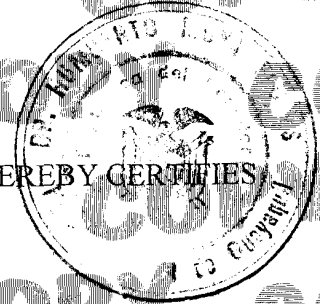
5. at **Road Town, Tortola, British Virgin Islands**
6. the **11th** day of **December, 2009**
7. by **REGISTRAR-GENERAL**
8. No. **R 6 - 38889**
9. Seal/stamp:



10. Signature: 
(s) "REGISTRAR-GENERAL"

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**



The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004,

MILLFORE INTERNATIONAL LIMITED

BVI COMPANY NUMBER: 263544

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



M. A. [Signature]
REGISTRAR OF CORPORATE AFFAIRS
9th day of December, 2009

REF: **MILLFORE INTERNATIONAL LIMITED**

RE: Registered Agent's Certificate of Incumbency dated December 11, 2009.

APOSTILLE

(Convention de La Haye du 5 octobre 1961)



1. Country: British Virgin Islands

This public document

2. has been signed by **Rickie St. A. Davis**

3. acting in the capacity of Notary Public

4. bears the seal/stamp of **Rickie St. A. Davis**

Certified

5. at Road Town, Tortola, British Virgin Islands

6. the 11th day of December, 2009

7. by "REGISTRAR-GENERAL"

8. No: **RG-38888**

9. Seal/Stamp:



10. Signature:.....

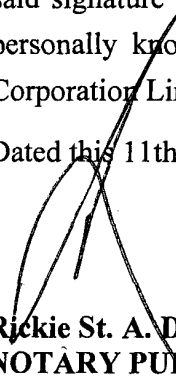
TERRITORY OF THE BRITISH VIRGIN ISLANDS
COMMISSIONERS FOR OATHS AND NOTARIES PUBLIC ACT 2007



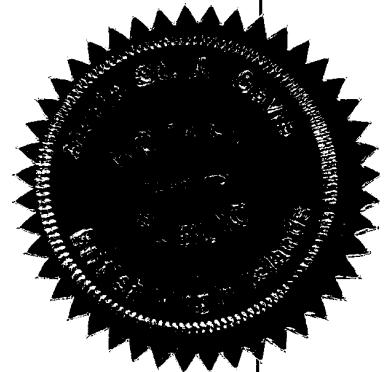
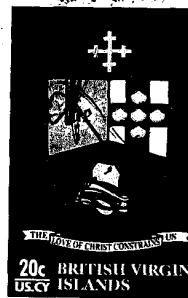
NOTARIAL CERTIFICATE

I, **Rickie St. A. Davis**, Notary Public in and of the British Virgin Islands, **do hereby certify that** I have examined the signature of **J. Andres Calvo**, affixed to the attached Registered Agent's Certificate of Incumbency dated December 9, 2009 issued in respect of **MILLFORE INTERNATIONAL LIMITED**, and further certify that the said signature is the true and correct signature of **J. Andres Calvo** aforesaid who is personally known to me as an authorized signatory of Morgan and Morgan Trust Corporation Limited and the said signature has been seen by me for authentication.

Dated this 11th day of December, 2009


Rickie St. A. Davis
NOTARY PUBLIC

My Commission is for life.



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT 2004 (as amended)

CERTIFICATE OF INCUMBENCY

MILLFORE INTERNATIONAL LIMITED
("the Company")

We, **MORGAN & MORGAN TRUST CORPORATION LIMITED**, a company incorporated under the laws of the British Virgin Islands and holding a general trust licence under the Banks and Trust Companies Act, 1990 (as amended) of the said laws, as Registered Agent of **MILLFORE INTERNATIONAL LIMITED**, a company duly incorporated in the British Virgin Islands as an International Business Company under Company Number **263544** on the **5th day of January, 1998** and automatically re-registered as a BVI Business Company on the 1st day of January, 2007, do hereby certify that:

1. Morgan & Morgan Trust Corporation Limited is the Registered Agent and provides Registered Office services for the Company. The Registered Office of the Company is at Pasea Estate, Road Town, Tortola, British Virgin Islands.
2. According to the records available at the Registered Office of the Company, the Company is duly incorporated, validly existing and in good standing under the laws of the British Virgin Islands.
3. The Authorised Capital of the Company is **50,000** divided into **50,000** shares with a par value of **US\$1.00** each.
4. According to the Register of Directors and Officers maintained at the Registered Office of the Company, the following is the duly elected Sole Director of the Company:

JESS GRANT HESTER

- **SOLE DIRECTOR**

5. According to the Register of Members maintained at the Registered Office of the Company, the following is the shareholder of the Company:

NAME

NO. OF SHARE HELD

JESS GRANT HESTER

-100-

6. To the best of our knowledge there are no actions, pending or threatened, against the Company and no resolutions have been passed for its voluntary winding up and no receiver has been appointed over its assets.
7. According to the records maintained at the Registered Office of the Company, the Company does not maintain a Register of Mortgages, Charges and Other Encumbrances.

Dated this 9th day of December, 2009


MORGAN & MORGAN TRUST CORPORATION LIMITED

J. Andres Calvo
REGISTERED AGENT

REPÚBLICA DEL ECUADOR



**SUPERINTENDENCIA
DE COMPAÑÍAS**

**NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA EXTRANJERA QUE A SU
VEZ ES SOCIA O ACCIONISTA DE COMPAÑÍA ECUATORIANA**

1. COMPAÑÍA ECUATORIANA

NOMBRE: *BANANA EXCHANGEL DEL ECUADOR S.A. ECUAEXBAN*

NUMERO DE EXPEDIENTE: *115027-2004*

NOMBRE Y CARGO DEL REPRESENTANTE LEGAL: *CARLOS JAVIER PEREZ LEON GERENTE
GENERAL*

2. COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA SOCIEDAD ECUATORIANA

NOMBRE *MILLFORE INTERNATIONAL LIMITED*

NACIONALIDAD DE LA COMPAÑÍA EXTRANJERA: *BRITISH VIRGIN ISLANDS*

DOMICILIO: *PASEA ESTATE, ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS.*

NOTA 1.- A este formulario se debe acompañar una certificación extendida por la autoridad competente del país de origen o Cónsul del Ecuador en la que se acredite que la sociedad en cuestión se encuentra legalmente existente en dicho país.

3. APODERADO LOCAL DE LA COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA COMPAÑÍA ECUATORIANA

NOMBRES Y APELLIDOS COMPLETOS: *LILIANA MONSERRAT MORENO PARRA* ✓

NACIONALIDAD: *ECUATORIANA*

NÚMERO DE IDENTIFICACIÓN PERSONAL: *0911381606.*

DOMICILIO: *CUIDADELA VIA AL SOL MANZANA 575 V. 46 GUAYAQUIL*



2



REPUBLICA DEL ECUADOR



SUPERINTENDENCIA
DE COMPAÑÍAS

4. DATOS DE LOS SOCIOS O ACCIONISTAS DE LA COMPAÑÍA EXTRANJERA

No.	Nombres y Apellidos completos	Estado Civil	Nacionalidad	Domicilio
1	JESSE GRANT HESTER	CASADO	BRITISH	Flat No. 5111 GOLDEN SANDS, No.5 P.O. BOX 9168 MANKHOL, DUBAI U.A.E.
2				
3				
4				
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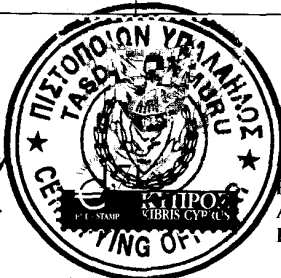
Signed and sealed this day in my presence
by Jesse Grant Hester

who is/are personally known to me. In
testimony whereof I have hereto set my
hand and official seal this 12/12/2009

DINA CHARITOU

Certifying Officer Nicosia - Cyprus

Nota 2.- Si este formulario hubiere sido otorgado en el exterior, deberá estar autenticado por Cónsul ecuatoriano o apostillado



FIRMA DEL REPRESENTANTE LEGAL, SECRETARIO
ADMINISTRADOR O FUNCIONARIO DE LA SOCIEDAD
EXTRANJERA O APODERADO LOCAL

FECHA DE PRESENTACIÓN 2009 12 09
AÑO MES DÍA

EL PRESENTE FORMULARIO NO SE ACEPTARÁ CON ENMENDADURAS O TACHONES

This is to certify that the signature appearing above/overleaf is the signature of Mr.
DINA CHARITOU

a Certifying Officer of Nicosia appointed by the Council of Ministers of the Republic of Cyprus under the Certifying Officers Law Cap 39 to certify signatures and seals, and that the seal opposite the said signature is that of the Certifying Officer of Nicosia. The District Officer certifies only the signature and the seal of the Certifying Officer and assumes no responsibility for the content of this document.

Nicosia - CYPRUS

10 DEC 2009

District Officer Nicosia

(Sg) K. SPYROU



APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Country CYPRUS.
This public document
2. has been signed by (Sg) K. SPYROU
3. acting in the capacity of District Officer
4. bears the seal/stamp of the District Officer
5. at Nicosia.
6. the Certified 10 DEC 2009
7. by V. IOANNOU
8. No 335918/09
9. Seal/stamp:
- 10 Signature:



.....
Permanent Secretary
Ministry of Justice and Public Order