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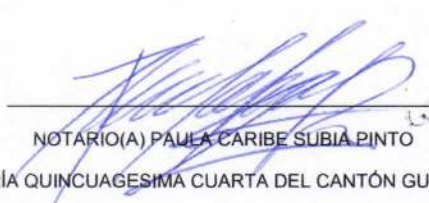


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GUAYAQUIL, a 20 DE FEBRERO DEL 2018, (15:53).


NOTARIO(A) PAULA CARIBE SUBIA PINTO

NOTARÍA QUINCAGESIMA CUARTA DEL CANTÓN GUAYAQUIL

State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: **United States of America**

This public document

2. has been signed by Esperanza Lopez

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Twenty-Second day of January, A.D., 2018

7. by Secretary of State, State of Florida

8. No. 2018-8070

9. Seal/Stamp:



10. Signature:

Ken DeFuria

Secretary of State

DSDE 99 (2/12)

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DOCURAPID CORP.

300 Aragon Ave. Suite 110

Coral Gables, FL 33134

Phone: 786-552-5011

Translation from Spanish into English

CERTIFICATE OF TRANSLATION



STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, Virginia González-Pino, professional translator of the Spanish and English languages, on behalf of Docurapid Corporation, lawfully organized and established under the laws of the State of Florida, American Translators Association member N° 251466, do hereby certify that the attached translation, consisting of 2 pages, is, to the best of my knowledge and belief, a true and accurate rendition into the English language of a business letter sent to **John Henry Villa Flórez by Juan Trujillo B.**

While every effort has been made to guarantee the quality and accuracy of the attached translation, Docurapid Corp. and/or staff members are not liable for any inconvenience/conflict arising as a result of any omissions, misinterpretations or other errors in the translation. For all purposes the original version prevails.



Virginia González-Pino

State of Florida)
County of Dade)

The foregoing instrument was a sworn and subscribed to before me this **January 19, 2018**

by Virginia González-Pino

Personally known to me ☒ or produced identification ☐

Type of ID produced: _____



Notary Public



Docurapid Corp
American Translators Association
Member # 251466

DOCURAPID CORP.

300 Aragon Ave. Suite 110

Coral Gables, FL 33134

Phone: 786-552-5011

Translation from Spanish into English

Guayaquil, December 22, 2017

Sir(s):

Henry Villa Flórez

City



REF.: POWER OF ATTORNEY TO REPRESENT FOREIGN SHAREHOLDERS

1. AGENT/REPRESENTATIVE OF FOREIGN COMPANIES PARTNERED WITH ECUADORIAN COMPANIES

The current corporate regulations in this country related to foreign companies that have shares in Ecuadorian companies, but that do not exert business activities in the country, neither regularly nor occasionally, determine that such foreign companies are not required to establish themselves, or to register in the National Taxpayer's Registry [RUC, but its acronym in Spanish], nor to file income tax returns, but they must have in the Republic an agent or representative who may answer any lawsuit and comply with the respective obligations, and who shall not be personally liable for the obligations of the foreign company.

This power of attorney does not require to be registered or published, but to be known by the Ecuadorian company partnered with a foreign company.

There are no impediments or prohibitions for this power of attorney to be awarded to any one of the directors of the group companies in Ecuador, who is domiciled and a resident of this country.

* I hereby attach a draft of the power of attorney.

2. REPRESENTATION AT GENERAL MEETINGS

In terms of representation of the shareholders of a corporation at the General Meeting, corporate legislation prohibits administrative officers, directors and leading members of administrative and controlling bodies to be appointed representatives to attend and intervene at the General Meetings of the corporation in which they exert such offices.

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Members may appear at the General Meetings either physically or via videoconferencing, whereby any matter of competence of the General Meeting may be validly resolved.

The pertinent regulation states that shareholders shall be responsible for their effective attendance through this mean of communication. To that end, shareholders shall certify their appearance via e-mail addressed to the Secretary of the Meeting, who shall add it to the file.

In terms of regular representation, partners or shareholders may be represented at the General Meeting by another person by means of a general or limited power of attorney, in either a public or private instrument, which shall be physically filed at the Meeting in session or attached to the e-mail of the company or the legal representative.

The originals shall be sent within the next two business days after the Meeting has taken place.

If a power of attorney is granted by private instrument (letter, email), the agent shall be liable for its authenticity and legitimacy, notwithstanding the liability in the event of falseness.

Consequently, directors, administrative officers and leading members of the group companies may exercise the functions stated in N° 1 above, but may not take part in the General Meetings representing the foreign partner.

If necessary and deemed convenient, I am at your disposal to attend any General Meeting of Shareholders, for which purpose we shall agree to draw up the pertinent document with the information required by the regulations.

Should you need any further information or clarification, please do not hesitate to contact me.

Sincerely,

JUAN TRUJILLO B.

Docurapid Corp
American Translators Association
Member # 251466

DOCURAPID CORP.

300 Aragon Ave. Suite 110

Coral Gables, FL 33134

Phone: 786-552-5011

Translation from Spanish into English



CERTIFICATE OF TRANSLATION

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, Virginia González-Pino, professional translator of the Spanish and English languages, on behalf of Docurapid Corporation, lawfully organized and established under the laws of the State of Florida, American Translators Association member N° 251466, do hereby certify that the attached translation, consisting of 3 pages, is, to the best of my knowledge and belief, a true and accurate rendition into the English language of the filing request of a limited power of attorney granted to **John Henry Villa Flórez**, before the corresponding Consulate.

While every effort has been made to guarantee the quality and accuracy of the attached translation, Docurapid Corp. and/or staff members are not liable for any inconvenience/conflict arising as a result of any omissions, misinterpretations or other errors in the translation. For all purposes the original version prevails.



Virginia González-Pino

State of Florida)
County of Dade)

The foregoing instrument was a sworn and subscribed to
before me this January 19, 2018

by Virginia González-Pino

Personally known to me ☒ or produced identification ☐

Type of ID produced: _____



Docurapid Corp
American Translators Association
Member # 251466

DOCURAPID CORP.

300 Aragon Ave. Suite 110

Coral Gables, FL 33134

Phone: 786-552-5011

Translation from Spanish into English



Mr. Consul:

In the Register of Public Deeds in your custody, I kindly ask you to file this limited power of attorney, which is granted in accordance with the following clauses:

FIRST: GRANTOR. At the granting of this instrument appears the company known as **SA INVEST**, duly organized under the laws and regulations of the Republic of Scotland, domiciled in the city of Glasgow, Scotland, duly represented by the corporation, **POROS LAND INVESTMENTS LTD.**, according to the translation of the Alliance Contract attached hereto, which in turn is legally represented by its President, **PAOLO EVANGELISTA** [sic], who states to be married, executive, and verifies his appointment with the Articles of Association properly translated and attached hereto as enabling document. The appearing party is a U.S. citizen, resident of the city of Miami, Florida.

SECOND CLAUSE: LIMITED POWER. I, **Pablo Evangelista** [sic], identified with passport number four six seven nine nine five one zero two (467995102), President of the company **POROS LAND INVESTMENTS LTD.**, shareholder and legal representative of the Scottish corporation **SA INVEST**, by virtue of my legitimate rights, I grant broad and sufficient limited power of attorney, as far as in law is required, in favor of Mr. **John Henry Villa Flórez**, of legal age, Colombian, profession as permitted by law, identified with identity card number: 0931066062:

- To represent the company I represent, **SA INVEST**, as set forth in Section 6 of the Companies Act of the Republic of Ecuador.

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As a result, the Company grants the Agent all the powers inherent to the legal representatives of foreign companies in Ecuador, in particular, to comply with the obligations referred to in the final paragraph of Section 6 of the Companies Act, in all the Ecuadorian companies where the company I represent, **SA INVEST**, presently has or shall have registered shares or holdings, as set forth and provided in the abovementioned law, contained in the Companies Reform Act, and published in Official Gazette N° 591 of May Fifteenth, two thousand and nine, granting the Agent broad powers so that he may fully comply with the mandate hereby granted. This power of attorney shall remain in full force until the moment that is expressly revoked by the Company.

The Company shall defend and/or indemnify the Agent against any damage of any nature, for exerting his powers and obligations in connection with the exercise of this power of attorney.

b) Granting, as the case may be, power of attorney for judicial matters to an attorney-at-law in the free exercise of his/her profession to better defend the interests of the company I represent.

c) All the additional powers provided in Section 43 of the Organic Code of General Procedure of Ecuador.

THIRD CLAUSE: TERM. The term of this limited power of attorney is indefinite and without personal liability to the Agent. The Agent, by virtue of this power of attorney, shall have all the powers inherent to this kind of mandate, without in any case being held liable for lack or insufficiency of authority; and, for the fulfillment of this limited

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Translation from Spanish into English



power of attorney granted by the company **SA INVEST**, he shall have only the limitations imposed by the Ecuadorian law and the Bylaws of the company I represent, and the companies where it has or shall have shares and/or holdings.

In your capacity as Consul, I kindly ask you to insert any other customary clause for the complete validity of this kind of public instrument.

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al (los) documento(s) original(es) que me fue exhibido en
FOJA(S) 20 FEB 2018
Guayaquil, _____

Ab. Paula Subia Pinto
NOTARIA



Factura: 002-002-000032800

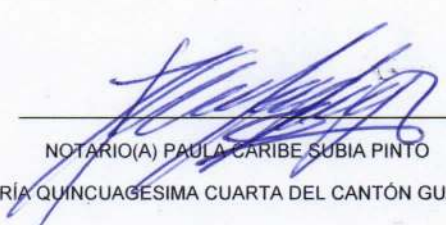


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GUAYAQUIL, a 6 DE ABRIL DEL 2018, (16:04).


NOTARIO(A) PAULA CARIBE SUBIA PINTO

NOTARÍA QUINCUAGESIMA CUARTA DEL CANTÓN GUAYAQUIL

State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)



1. Country: United States of America

This public document

2. has been signed by Esperanza Lopez
3. acting in the capacity of Notary Public of Florida
4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida
6. the Twenty-Second day of March, A.D., 2018
7. by Secretary of State, State of Florida
8. No. 2018-34045
9. Seal/Stamp:



10. Signature:

Ken Retzner

Secretary of State

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"State of Florida" appears in small letters across the face of this 8 1/2 x 11" document.

Guayaquil, Diciembre 22 de 2017



Señor
Henry Villa Florez
Ciudad.

REF.: PODER PARA REPRESENTACION DE ACCIONISTAS EXTRANJEROS

1.-APODERADO/REPRESENTANTE DE COMPAÑIAS EXTRANJERAS SOCIAS DE EMPRESAS ECUATORIANAS.-

La normativa societaria vigente en este País, relacionada con las sociedades extranjeras que tuvieran acciones en compañías Ecuatorianas, pero que no ejercen actividades empresariales en el País, ni habitual ni ocasionalmente, determina que tales empresas extranjeras no están obligadas a establecerse, ni a inscribirse en el RUC, ni presentar declaración del Impuesto a la Renta, pero si deben tener en la República un Apoderado o representante que pueda contestar las demandas y cumplir con las obligaciones respectivas, quien no será personalmente responsable de las obligaciones de la Compañía Extranjera.

Este Poder no necesita inscribirse ni publicarse, pero deberá ser conocido por la Compañía Ecuatoriana en el que fuere socio la Sociedad Extranjera,

No existen impedimentos o prohibiciones para que este Poder pueda ser otorgado a uno cualquiera de los administradores de las compañías del grupo en el Ecuador, que tenga su domicilio y residencia en este País.

*Adjunto proyecto de Poder.

2.- REPRESENTACION EN JUNTAS GENERALES.-

SEÑOR CONSUL:

En el registro de Escrituras Públicas a su cargo, sírvase incorporar la presente de PODER ESPECIAL, que se otorga al tenor de las siguientes cláusulas:

PRIMERA: OTORGANTE.- Comparece al otorgamiento del presente instrumento, la Compañía denominada SA INVEST, debidamente constituida conforme a las leyes y normas de la República de Escocia, domiciliada en la ciudad de Glasgow – Escocia, debidamente representada por la sociedad POROS LAND INVESTMENTS LTD., según consta de la traducción del Contrato de Alianza que se anexa, quien a su vez está representada legalmente por su Presidente Sr. PAOLO EVANGELISTA, quien declara ser de estado civil casado, ejecutivo, el cual acredita su nombramiento con el memorando de estatutos debidamente traducido que se adjunta como documento habilitante. El compareciente es de nacionalidad americana, residente en la ciudad de Miami, La Florida.

CLAUSULA SEGUNDA: PODER ESPECIAL.- Yo, Pablo Evangelista, identificado con el Pasaporte número cuatro seis siete nueve nueve cinco uno cero dos (467995102), Presidente de la Compañía POROS LAND INVESTMENTS LTD., Accionista y Representante legal de la sociedad de nacionalidad escocesa SA INVEST, en virtud de mis legítimos derechos confiero PODER ESPECIAL, amplio y suficiente cual en derecho se requiere a favor del señor John Henry Villa Florez, mayor de edad, de nacionalidad colombiana, de profesión las permitidas por la ley, identificado con la cédula de ciudadanía número 0931066062 :

- Para representar a mi representada compañía SA INVEST conforme lo señala el artículo 6 de la Ley de Compañías de la República del Ecuador.



Consecuentemente, la Compañía confiere al Apoderado todas las facultades inherentes a los representantes legales de las compañías extranjeras en el Ecuador, en especial para cumplir con las obligaciones señaladas en el inciso final del artículo 6 de la Ley de Compañías, en todas las sociedades ecuatorianas en las que mi representada S.A. INVEST tenga actualmente o llegare a tener, acciones o participaciones nominativas, conforme lo establece y dispone la norma legal antes citada, contenida en la Ley Reformatoria de la Ley de Compañías, publicada en el registro Oficial #591 del quince de Mayo de dos mil nueve, confiriéndose al Apoderado amplios poderes a fin de que pueda cumplir a plenitud el mandato otorgado por medio del presente instrumento. El presente Poder permanecerá en plena vigencia hasta el momento en que sea expresamente revocado por la Compañía.

La compañía deberá defender y/o indemnizar al Apoderado contra cualquier y todo daño, de cualquier naturaleza, debido al desempeño de sus facultades y responsabilidades con relación al ejercicio del presente poder.

b) Para que otorgue si llegara a necesitarse, procuración judicial a un abogado en el libre ejercicio de la profesión para la mejor defensa de los intereses de mi representada.

c) Las demás facultades contenidas en el artículo 43 del Código Orgánico General de Procesos Ecuatoriano.

CLAUSULA TERCERA: VIGENCIA.- El plazo de este PODER ESPECIAL es indefinido y sin responsabilidad personal del Mandatario. El Apoderado en el ejercicio de su Mandato tendrá todas las atribuciones inherentes a esta clase de mandato, sin que en ningún caso pueda alegarse falta o insuficiencia de poder; y, para el cumplimiento del presente PODER ESPECIAL otorgado por la Compañía SA INVEST no tendrá más que las limitaciones impuestas por la



En cuanto a la representación de los Accionistas de una Compañía Anónima en la Junta General, la legislación societaria prohíbe a los Comisarios, Administradores y miembros principales de los organismos administrativos y de fiscalización ser designados representantes para asistir e intervenir en las Juntas Generales de la Sociedad en la que ellos ejercen dichos cargos.

Los socios pueden comparecer a las Juntas Generales, físicamente o a través de videoconferencias, en la que se puede resolver válidamente cualquier asunto de competencia de la Junta General.



El reglamento pertinente establece que el Accionista será responsable de que su presencia se perfeccione por este medio de comunicación. Para ello el socio dejara constancia de su comparecencia mediante un correo electrónico dirigido al Secretario de la Junta quien deberá incorporarlo al expediente.

En cuanto a la representación regular, el socio o accionista podrá hacerse representar en la Junta General por otra persona mediante Poder General o Especial, por instrumento público o privado el cual se presentara en físico a la Junta en la Sesión o se adjuntará al correo electrónico de la compañía o del representante legal.

Los originales se deberán enviar dentro de los dos días hábiles siguientes a la celebración de la Junta.

Si el Poder se otorga mediante instrumento privado (carta-email) el Apoderado responderá por la autenticidad y legitimidad sin perjuicio de la responsabilidad en caso de falsedad.

En consecuencia, los Administradores, Comisarios y miembros principales de las empresas del grupo podrán ejercer las funciones señaladas en el No. 1 que antecede, pero no podrán participar en las Juntas Generales representando a la Socia Extranjera.

Si fuere necesario y de considerarlo conveniente, estoy a la orden para concurrir a alguna Junta General de accionistas, para cuyo efecto nos pondremos de acuerdo para elaborar el documento pertinente con los datos que exige el reglamento.

Ley Ecuatoriana y los Estatutos de mi representada y de las compañías donde tenga y llegare a tener acciones y / o participaciones.

Usted señor Cónsul se servirá agregar las demás cláusulas de estilo para la completa validez de esta clase de instrumento público.

En caso de requerir alguna ampliación o aclaración, no dude en hacérmelo conocer.



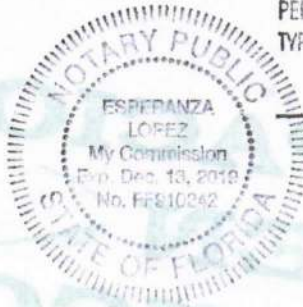
Atentamente

Paolo Evangelista

Presidente

POROS LAND INVESTMENTS LTD.,

STATE OF FLORIDA
COUNTY OF DADE
THE FOREGOING INSTRUMENT WAS SWORN AND SUBSCRIBED TO BEFORE ME ON
THIS December 22, 2018
BY Paolo Evangelista
PERSONALLY KNOWN TO ME ☒ OR PRODUCED IDENTIFICATION []
TYPE OR I.D. PRODUCED: _____



(NOTARY SIGNATURE)

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Guayaquil, 6

Ab. Paula Subia Pinto
NOTARIA