

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware

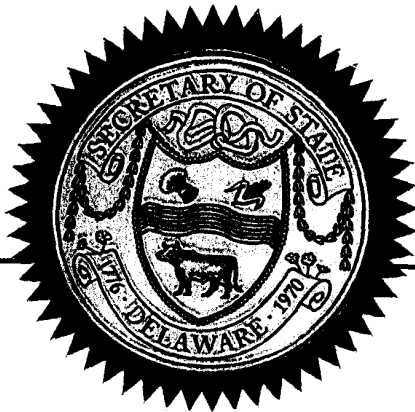
6. the thirteenth day of July, A.D. 2011

7. by Secretary of State, Delaware Department of State

8. No. 0446209

9. Seal/Stamp:

10. Signature:




Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN AGRICULTURAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JULY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

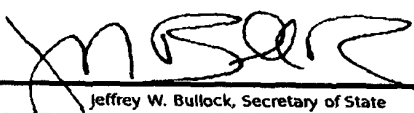
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN AGRICULTURAL LLC" WAS FORMED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2009.



4657804 8300

110817514

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8899005

DATE: 07-13-11



The undersigned, Mr Eelko Drewes Smit, civil-law notary officiating in The Hague, the Netherlands, herewith declares that the signature on the attached document is the signature of:

Geralda Evelina Ramona Buckley, born in Curaçao, Netherlands Antilles, on May 12, 1974, holder of a Dutch passport with number NX785DBL1 and valid until November 5, 2013.

This statement explicitly contains no judgment as (i) to the contents of the attached document and (ii) the authority and/or the competence of the signatory of the attached document. The undersigned has not informed the signatory of the document on the contents of the attached document and the consequences which will result from the contents of the attached document. Any and all liability of the undersigned and Buren van Velzen Guelen N.V. shall be excluded.

The Hague, the Netherlands, January 26, 2011.



E.D. Smit, Civil-law notary

APOSTILLE

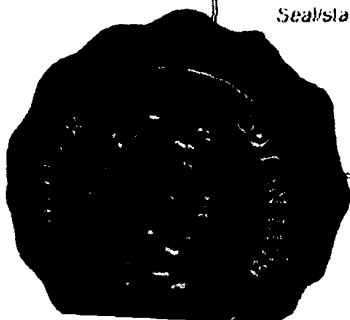
(Convention de La Haye du 5 octobre 1961)

- 1 Country THE NETHERLANDS
- 2 This public document
- 3 has been signed by **mr. E.D. Smit**
- 4 acting in the capacity of notary at **'s-Gravenhage**
- 4 bears the seal/stamp of aforesaid notary
- 5 at **'s-GRAVENHAGE**
- 6 on **26-1-2011**
- 7 by the clerk of the court (*Rechtbank*)
- 8 no **2011-660/3**

Seal/stamp

10 Signature

V.O. Timmerman



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that AMERICAN AGRICULTURAL LLC in this act represented by its Operating Manager STICHTING LLC MANAGEMENT, duly represented by one of its directors, Ms. Geralda Buckley (hereinafter "the Grantor"), a Limited Liability Company organized and existing under the laws of the State of Delaware in the United States of America, with registered office at 16192 Coastal Highway, Lewes, Delaware 19958, USA, does hereby constitute and appoint Ms. Tatiana Paola Santacruz Dillon, an Ecuadorian citizen with national ID card numbered 092658238-8 the true and lawful Attorney of the LLC with power and authority to act singly, as hereafter described on behalf and in the name place, and stead of the LLC:

1. To carry out any procedure or legal measures and to file any written document, petition or form that may be necessary before any and all Ecuadorian government agencies and/or private corporations (including but not limited to, Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Banco Central, Ministerio de Relaciones Laborales, Superintendencia de Compañías, Servicio de Rentas Internas SRI, etc.) and before all Ecuadorian commercial and non-commercial organizations, specifically in relation to the provision of documents which must be filed with the Superintendencia de Compañías in the Republic of Ecuador according to the provisions of the company law in force in said country.
2. To prepare, sign and file any applications and all kinds of documents, which are required to fulfill the foregoing.
3. Subject to the rights of the LLC to revoke this Power of Attorney at an earlier date, this Power of Attorney expires on December 31st, 2012, it being understood that such expiration shall not impair any action taken or agreement entered into by said Attorneys prior to that date, or the date of termination, if earlier.
4. The Attorney, by accepting and acting pursuant to the powers granted above, agrees to indemnify and hold Stichting LLC Management harmless against any and all liabilities, damages, claims, costs, expenses and other reimbursements, of whatever nature (including any reasonable legal fees and expenses) which Stichting LLC Management may incur or suffer as a consequence of this Power of Attorney and the execution thereof, or as a result of the performance by the Attorneys the powers granted herein.

PODER

Sébase por el presente instrumento que AMERICAN AGRICULTURAL LLC en este acto representada por su Director STICHTING LLC MANAGEMENT, debidamente representada por uno de sus Directores, la Señorita Geralda Buckley (en adelante, "la Mandante") una Compañía de Responsabilidad Limitada organizada y existente bajo las leyes del Estado de Delaware en los Estados Unidos de América, con domicilio social en 16192 Coastal Highway, Lewes, Delaware 19958, Estados Unidos de América, por la presente constituye y nombra a la Srta. Tatiana Paola Santacruz Dillon, ciudadana Ecuatoriana con cédula de identidad número 092658238-8 como la apoderada legítima de la Compañía de Responsabilidad Limitada con poder y autoridad para actuar individualmente, según lo descrito de aquí en adelante en favor y en el nombre y representación de la Compañía de Responsabilidad Limitada:

1. Para realizar cualquier trámite o diligencia y presentar cuanto escrito, documento, solicitud o formulario que pueda ser necesario ante cualquier Organismo Público y/o privado Ecuatoriano (incluyendo pero sin limitarse a: Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Banco Central, Ministerio de Relaciones Laborales, Superintendencia de Compañías, Servicio de Rentas Internas SRI, etc.) y ante todas las organizaciones comerciales y no comerciales Ecuatorianas, específicamente en relación a la provisión de los documentos que deben ser presentados ante la Superintendencia de Compañías en la República del Ecuador de acuerdo a las normas de la Ley de Compañías vigente en dicho país.
2. Preparar, firmar y presentar cualquier solicitud y toda clase de documentos que sean requeridos para cumplir lo precedente.
3. Sujeto a los derechos de la Compañía de Responsabilidad Limitada de revocar este Poder en una fecha anterior, este Poder expira el 31 de diciembre de 2012, siendo entendido que tal expiración no afectará ninguna acción tomada o acuerdo celebrado por los abogados mencionados antes de esa fecha, o a la fecha de terminación, si es anterior.
4. La apoderada exime de responsabilidad a Stichting LLC Management o a cualquiera de sus cargos frente a cualquier responsabilidad, acción, procedimiento, demanda o gastos de cualquier clase, sean o no de naturaleza judicial, incluidas costas judiciales y demás costes en que cualquiera de ellos pueda incurrir o a que pueda estar obligado como consecuencia de este Poder o como resultado del desempeño por parte el apoderado de las facultades concedidas por el presente.

Date / Fecha: January 20th, 2011 / 20 de enero de 2011

Signature / Firma

Full name / Nombres completos: Geralda Evelina Ramona Buckley

Capacity / Cargo: Director of Stichting LLC Management, Operating Manager of AMERICAN
AGRICULTURAL LLC