



NOTARIA
PRIMERA



DR. JORGE MACHADO CEVALLOS



No. 6 7 3 5

PROTOCOLIZACION.- COPIA LEGALIZADA.-

TRADUCCION.- CERTIFICADO DE EXISTENCIA LEGAL Y

OTORGAMIENTO DE PODER ESPECIAL

DE LA COMPAÑÍA

DISANCO HOLDING LLC

A FAVOR DE

DIEGO ROMERO PONCE

CUANTIA INDETERMINADA

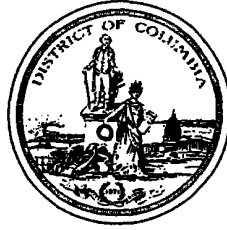
QUITO 17 DE DICIEMBRE 2009

***** imc *****

DI 3 COPIAS



10



Apostille

(Convention de La Haye du 5 octobre 1961)

1. *District of Columbia*
United States of America

PATRICIA E. GRAYS

2. This public document has been signed by _____

SUPERINTENDENT OF CORPORATIONS

3. acting in the capacity of _____

CORPORATIONS DIVISION

4. bears the seal/stamp of **DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS**

CERTIFIED

5. at Washington, D.C.

6. the 2 day **NOVEMBER** 2009

7. by *Secretary of the District of Columbia*

8. No. **Nº 219334**



10. Signature

Stephanie D. Scott

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **21st** day of **October, 2009** *Articles of Organization of:*

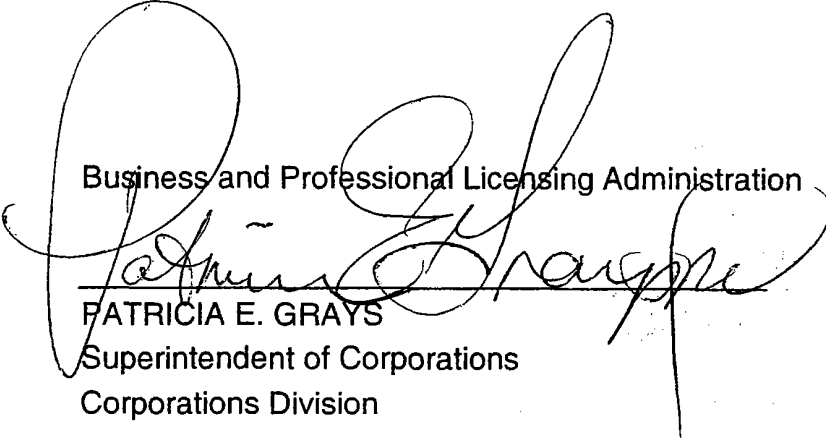
DISANCO HOLDINGS LLC

WE FURTHER CERTIFY that the above named Company is in **Good Standing** and duly organized and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Limited Liability Company Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **29th** day of **October, 2009**.

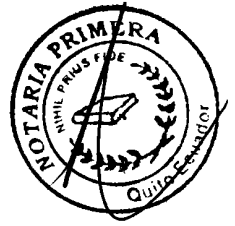
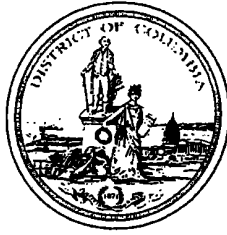
LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS

Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor



Apostille

(Convention de La Haye du 5 octobre 1961)

1. *District of Columbia*
United States of America

JEAN M. WINTERS

2. This public document has been signed by _____
NOTARY PUBLIC IN AND FOR THE DISTRICT OF COLUMBIA
3. acting in the capacity of _____

4. bears the seal/stamp of _____
JEAN M. WINTERS, NOTARY PUBLIC IN AND FOR THE
DISTRICT OF COLUMBIA

CERTIFIED

5. at Washington, D.C.
6. the 13 day of **NOVEMBER** 2009
7. by Secretary of the District of Columbia
8. No. **220050**



86 - PO138

10. Signature

Stephanie D. Scott

SPECIAL POWER OF ATTORNEY

Kozusko Harris Vetter Wareh LLP, in its capacity as legal representative of **DISANCO HOLDINGS LLC** (hereinafter "The Company") domiciled in the District of Columbia, USA, hereby grants this special Power of Attorney pursuant to the following clauses:

The Company issues this Special Power of Attorney on behalf of **Diego Romero Ponce**, an Ecuadorian citizen with capacity to bind, domiciled in Quito, holder of identification card No. 1704141355 for the purpose of executing the following faculties and rights of the Company in Ecuador.

1.- This Special Power of Attorney will grant the proxy all faculties stated in article 6 of the Ecuadorian Companies Law, amendment by the Reformatory Law to the Companies Law published in the Official Gazette No. 591 dated May 15, 2009.

2.- The proxy may represent **DISANCO HOLDINGS LLC** to answer any plaint or claim as shareholder of the Ecuadorian Company **DISTRIBUIDORA ANDINA DE COMESTIBLES DISANCO S.A.**, and comply with the corresponding obligations.

3.- Issues annually the certification required by Article 115 letter h) of the Companies Law related to the Company's shareholder list, including all the information requested by the law and the corresponding resolution issued by the Superintendency of Companies.

This Special Power of Attorney shall not be deemed or construed to cause The Company: (i) to have a permanent establishment in Ecuador; (ii) to enroll in the National Register of Taxpayers in Ecuador; or (iii) to submit Statements of income taxes.

This Special Power of Attorney is valid until otherwise revoked.

In witness whereof, the undersigned grants this special power of attorney this 30th day of October, 2009.

Kozusko Harris Vetter Wareh LLP, Manager

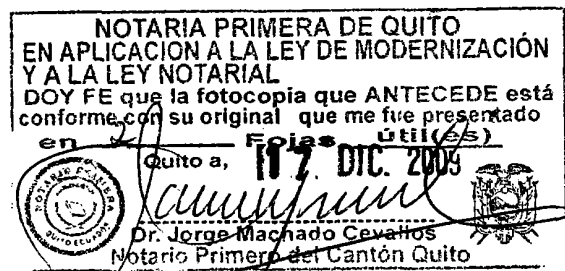
Signature

Legal Representative

DISANCO HOLDINGS LLC

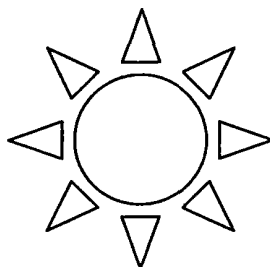
District of Columbia)

) ss.:



Subscribed and sworn before me, the undersigned Notary Public, on this 30th day of October, 2009, in Washington, D.C.

JEAN M. WINTERS
Notary Public District of Columbia
My Commission Expires 4-14-2014

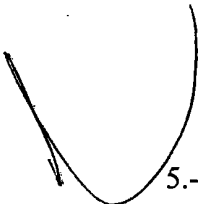


APOSTILLA

(Convención de la Haya de 5 de Octubre de 1961)

1. *Distrito de Columbia.*
Estados Unidos de América
2. Este documento público ha sido firmado por: **PATRICIA E. GRAYS**
3. Actuando en su calidad de: **SUPERINTENDENTE DE COMPAÑÍAS,
DIVISIÓN DE COMPAÑÍAS**
4. Lleva el sello de: **DEPARTAMENTO DEL USUARIO Y ASUNTOS
REGULATORIOS**

CERTIFICADO:

- 
- 5.- En Washington, DC
 6. El 2 de Noviembre de 2009
 7. por el Secretario del Distrito de Columbia
 8. No. 219334
 9. Sello/ Estampa

10. Firma:

(Firma Legible)



GOBIERNO DEL DISTRITO DE COLUMBIA
DEPARTAMENTO DEL USUARIO Y ASUNTOS REGULATORIOS



CERTIFICADO

SE CERTIFICA que hemos recibido y aceptado en el registro del Departamento del Usuario y Asuntos Regulatorios, División de Compañía, el día 21 de Octubre del 2009 los Artículos de Incorporación de la Compañía:

DISANCO HOLDINGS LLC

ADICIONALMENTE CERTIFICAMOS que la compañía mencionada anteriormente ha cumplido con todas sus obligaciones societarias, ha sido legalmente incorporada y tiene existencia legal de conformidad con los registros de la División de Corporaciones, habiendo cumplido todos los requisitos exigidos por la Ley de Compañías de Responsabilidad Limitada del Distrito de Columbia.

En testimonio de lo cual, suscribo el presente y estampo el sello de esta oficina el día 29 de Octubre del 2009.

LINDA K. ARGO
Director

Administración de Negocios y Licencias Profesionales

(Firma Ilegible),
PATRICIA E. GRAYS
Superintendencia de Compañías
División de Compañías

Adrian M. Fenty
Alcalde

