

129049

Guayaquil, 03 de Junio del 2010



Señores
SUPERINTENDENCIA DE COMPAÑÍAS
Ciudad.-

Jaime Alberto Loor, en calidad de Gerente General de la compañía **VENETIANCORP S.A** con Exp. 129049 detallo a continuación la nómina de accionistas de la compañía **Amaryllis Holdings C.V** actual accionista de mi representada adjunto copia notariada del poder otorgado por la sociedad extranjera correspondiente al año vigente y certificado de existencias.

Amaryllis Holdings C.V

Accionista	Participación
Stichting Gavoi	0.0001 %
Falkville Overseas S.A	99.9999 %

Jaime Alberto Loor H.
Gerente General
VENETIANCORP S.A

Notaria Vigésima Sexta de Guayaquil, De conformidad con la facultad que me concede el numeral 9 del artículo 18 de la Ley Notarial, DOY FE que la firma y rubrica que antecede es similar a la de la cédula que me fue presentada y devuelta al interesado, la misma

que corresponde a: Jaime

Lor Henriquez

de nacionalidad Ecuatoriana portador de la

cedula de Posepore numero 0915121312

- 4 JUN. 2010

to enmendado de Henriquez

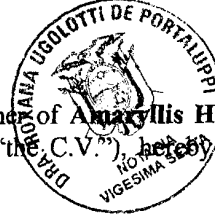
- Vale -

Dra. Roxana Ugolotti de Portaluppi
Notaria Vigésima Sexta
Cantón Guayaquil



POWER OF ATTORNEY

THE UNDERSIGNED, for these presents acting as the Managing Partner of **Amaryllis Holdings C.V.**, a Company organized and existing under the laws of The Netherlands ("the C.V."), hereby constitutes and appoints:



Natalia Eloisa Cevallos Silvera, an Ecuadorian citizen, with ID number 092255628-7

the true and lawful Attorney of the C.V., with power and authority to act singly, as hereafter described on behalf and in the name, place and stead of the C.V.:

- to enter into and sign any and all agreements, understandings, arrangements and resolutions necessary or appropriate as required by the relevant authorities in Ecuador in connection with the acquisition of the shares of the following Ecuadorian companies;
 1. 60% of Caubyn S.A.
 2. 60% of Costle S.A.
 3. 50% of Venetiancorp S.A.
 4. 25% of Hershcorp S.A.
 5. 75% of Famaba S.A.
- to execute any agreements, documents or resolutions in Ecuador required in connection with the C.V. becoming a new shareholder of the above mentioned companies.

The Attorney, by accepting and acting pursuant to the powers granted above, agrees to indemnify and hold the UNDERSIGNED harmless against any and all liabilities, damages, claims, costs, expenses and other reimbursements, of whatever nature (including any reasonable legal fees and expenses) which the UNDERSIGNED 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 Attorney the powers granted herein.

The Attorney shall furnish the UNDERSIGNED with any and all information, facts and figures on all transactions she may enter into or may accomplish as a consequence of this Power of Attorney via the following correspondence address: c/o Amicorp Switzerland AG, Baarerstrasse 75, CH-6300 Zug, Switzerland.

Subject to the rights of the C.V. to revoke this Power of Attorney at an earlier date, this Power of Attorney expires on **December 31st, 2010**, 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.

SIGNED with effect from the 15th day of December, 2009.

Amaryllis Holdings C.V.

Stichting Gavor

By: Stichting CV Management

De conformidad con el numeral 5 del artículo 18 de la vigente ley notarial, doy fé que la fotocopia que consta de 1 foja(s) es exacta al documento que me fue exhibido.

Guayaquil, - 4 JUN. 2010

Dra. Roxana Ugolotti de Portaluppi
Notaria Vigésima Sexta

CERTIFICATE OF GOOD STANDING

OF

Amaryllis Holdings C.V.
(the "Partnership")



The Managing Partner of the Partnership herewith declares and certifies as follows:

1. The Partnership was duly established in The Netherlands on October 15th, 2008 and is validly existing and in good standing under the laws of The Netherlands;
2. The Partnership has its registered office at WTC Amsterdam, Tower C-11, Strawinskylaan 1143, 1077 XX Amsterdam, The Netherlands;
3. The Partnership is not in the process of dissolution or liquidation and has never been declared bankrupt;

Dated this 17th day of December 2009.

Amaryllis Holdings C.V.

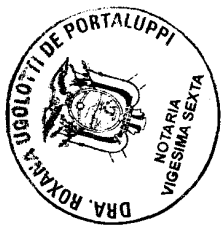
A handwritten signature in black ink, appearing to be "Stichting Gavor", written over a horizontal line.

By: Stichting Gavor
Title: Managing Partner

[Handwritten signature]

ISSUED FOR TRUE COPY

as mentioned in article 49 paragraph 3 of the "Wet op het Notarisambt", by me, mr Eelko Drewes Smit, civil-law notary at The Hague, of the original which has been returned to provider, on this day, the 15th January 2010.



[Handwritten signature]

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

- 1 Country: THE NETHERLANDS
This public document
- 2 has been signed by **mr. E.D. Smit**
- 3 acting in the capacity of notary at **'s-Gravenhage**
- 4 bears the seal/stamp of aforesaid notary
Certified
- 5 at **'s-GRAVENHAGE** 6 on **15-1-2010**
- 7 by the clerk of the court (Rechtbank)
- 8 no **2010-276/1**

Seal/stamp

10 Signature:

J.M. van der Burg

De conformidad con el numeral 5 del artículo 18 de la vigente ley notarial, doy fé que la fotoscopia que consta de 1 foja(s) es exacta al documento que me fue exhibido.

Guayaquil, 4 JUN. 2010

[Handwritten signature]
Dra. Roxana Ugoletti de Portaluppi
Notaria Vigésima Sexta