

BELIZE CITY, BELIZE

THE INTERNATIONAL BUSINESS COMPANIES ACT,
Chapter 270 of the Laws of Belize, Revised Edition 2000

Certificate of Good Standing

*The undersigned, Registrar of International Business Companies, HEREBY
CERTIFIES, pursuant to Sections 136 (1) of The International Business Companies Act, that*

SUNVALLEY INVESTMENTS INC.

81,006

No.

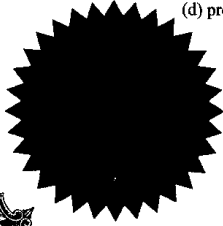
(A company incorporated under said Act) is of good standing
as of the date set out below

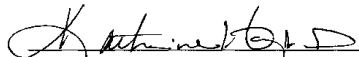
This certifies that the above-named company as of the date hereof:

- (a) has not submitted to the Registrar articles of merger or consolidation that have not yet become effective; (b) the company has not submitted to the Registrar articles of arrangement that have not yet become active; (c) the company is not in the process of being wound up and dissolved; (d) proceedings to strike the name of the company off the Register have not been instituted.

GIVEN under my hand and seal in Belize City, Belize

this 11th day of May, two thousand ten




DEPUTY REGISTRAR OF INTERNATIONAL
BUSINESS COMPANIES

CERTIFICATION

The undersigned, Verónica P. Nativí N., in my capacity as Authorized Representative of **Sucre & Sucre (Belize) Limited**, Registered Agent of the corporation **SUNVALLEY INVESTMENTS INC.**, does hereby

Certify:

That the **Certificate of Good Standing** attached herewith, are the original documents of the Company **SUNVALLEY INVESTMENTS INC.**

Notario LUIS FRAIZ DOCABO, Notario Publico Primero del Circuito

Notario, con Cédula de Identidad Personal No 8-311-734.

Signed this 17th day of May, 2010,

las firmas anteriores son auténticas, pues han sido reconocidas por los firmantes como suyas

MA

18 MAY 2010

TESTIGO

Verónica P. Nativí N.

Authorized Representative

Sucre & Sucre (Belize) Limited

Notario LUIS FRAIZ DOCABO
NOTARIO PUBLICO PRIMERO

ADOSTILLAS

Conveniente a la Ley de Notarías de 1997

1. Foto 1997

2. Expediente

3. Ha sido reconocido

4. Igualdad de firmas

5. y otros

CO CERTIFICO ESTE DOCUMENTO QUE ME
SIDO EXISTENTE

23 MAR 2011

GUAYAMA

CERTIFICACION

5 EN Panama

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número

9 Sello/timbre 10 Firma

2

39,256
Miguel de la Torre



SUNVALLEY INVESTMENTS INC.

RESOLUTIONS OF THE BOARD OF DIRECTORS
GRANTING A GENERAL POWER OF ATTORNEY

IT IS HEREBY RESOLVED:

To execute and deliver a General Power of Attorney, substantially in form as the attached hereto, in favor of Mr. **JULIO CESAR ZAMBRANO GONZALEZ**, male, of legal age and Mr. **RICARDO OCTAVIO ZAMBRANO GONZALEZ**, male, of legal age, both address at Km 11 Vía Durán Tambo, Cantón Durán, provincial del Guayas, Ecuador; such Power of Attorney to be signed on behalf of the Company by any two Directors.

Dated this 8th day of May, 2009.



PLUTARCO COHEN
Agent of the Director



ELBA FERNANDEZ DE GARCIA
Agent of the Director

SUNVALLEY INVESTMENTS INC.

POWER OF ATTORNEY

SUNVALLEY INVESTMENTS INC., a company incorporated under the laws of the Belize, with registration number 81,006, hereby grants a General Power of Attorney to Mr. **JULIO CESAR ZAMBRANO GONZALEZ**, male, of legal age and Mr. **RICARDO OCTAVIO ZAMBRANO GONZALEZ**, male, of legal age, both address at Km 11 Vía Durán Tambo, Cantón Durán, provincial del Guayas, Ecuador, to act **jointly**, in any part of the world, with power to act on behalf of and for the corporation in any act, transaction, contract or business, be it of civil, judicial, or of a mercantile nature or of any other kind and before third parties, whether individuals or business entities natural or public, private or semi-public.

Especially, but not limited to the above, this Power of Attorney is granted to Mr. **JULIO CESAR ZAMBRANO GONZALEZ** and Mr. **RICARDO OCTAVIO ZAMBRANO GONZALEZ**, to act **jointly** in any part of the world, for the following:

One: To sell, exchange or transfer for valuable consideration any real estate or movables belonging to the principal; Two: To purchase or acquire in any manner, real estate or movables on the principal's behalf; Three: To lease any property of the principal or to impose limitations on the ownership thereof; Four: To mortgage, pledge or in any other manner encumber any property of the principal; Five: To contract loans and other obligations on the principal's behalf; Six: To furnish any type of guarantees, sureties and any other collaterals on behalf of the principal; Seven: To lend the money of the principal and on its behalf accept mortgages, pledges, guarantees and any other kind of collaterals; Eight: To execute all kinds of contracts on behalf of the principal; Nine: To administer the principal's assets or businesses on behalf of the principal; Ten: To collect and receive monies owed to the principal and to issue receipts and other acquittances to third parties; Eleven: To hire and dismiss employees and define their duties; Twelve: To purchase, sell, manage and enter into all kinds of transactions or contracts involving securities, shares of stock, interests, bonds and public or private titles; Thirteen: To draw, accept, endorse or protest all types of negotiable instruments; Fourteen: To open or close bank accounts on the principal's behalf; Fifteen: To deposit money of the principal in any bank account; Sixteen: To draw or designate the person or persons authorized to draw against such accounts; Seventeen: To accept statements or liquidations of such accounts, give instructions and approve transactions involving same; Eighteen: To negotiate with banks, financial or credit institutions overdrafts or lines of credit or other types of credit, with or without collaterals; Nineteen: To represent the principal as its proxy and with like powers, at any meeting of members or stockholders of any



corporation or juridical person where the principal is a member of, participates in or is the owner of stock; Twenty: To represent the principal as its proxy or substitute, with like powers, at any board of directors or administrative body or at any meeting of directors where the principal is a director or administrator; Twenty-one: To substitute the principal in any Power of Attorney or authority vested upon him provided it is not prohibited; Twenty-two: To organize or establish corporations or juridical persons on behalf of the principal, subscribing or paying shares of stock or participation in such entities in his name; Twenty-three: To settle and commit on behalf of the principal; Twenty-four: To appear on behalf of the principal in all kinds of lawsuits, actions or proceedings before any authority, competence or jurisdiction, especially administrative, fiscal or judicial, whether personally or through third parties; Twenty-five: To substitute or delegate, totally or partially the present Power of Attorney, as well as to revoke or accept the resignation, at any time, of any of the persons in which such Power of Attorney has been delegated or substituted in. It shall be understood that any such delegation, substitution or their eventual revocation or resignation shall not invalidate the present Power of Attorney, provided that such Power of Attorney is not expressly revoked by the Principal or the attorney-in-fact resigns his mandate.

Executed this 8th day of May, 2009.

SIGNED, SEALED AND DELIVERED

in the presence of:

PATRICIA FUENTES

Witness

By:

PLUTARCO COHEN
Agent of the Director

ELBA FERNANDEZ DE GARCIA
Agent of the Director

Yo, JAVIER DANIELO SMITH CHEN, Notario Público del Circuito de Panamá con Céd. de Matrícula Personal N° 8 226-902
CERTIFICO: Que las firmas anteriores son auténticas, pues han
sido reconocidas por los testigos en su momento.

12 MAY 2009

Panamá,

TESTIGO

TESTIGO

Licdo. JAVIER DANIELO SMITH CHEN
Notario Público Noveno
Primer Suplente



APOSTILLE

Convention de la haye du 5 octobre 1961

1 Pais PANAMA

El presente documento público

2 ha sido firmado por Juan D. Smith

3 quien actua en calidad notario

4 y esta revestido del sello/timbre de Y

CERTIFICADO

10 JUL 2008

5 EN Panamá _____ 6 el día _____

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 59086

9 Sello/timbre 10 Firma J. Miguel A. L.



Esta Autorización no
implica responsabilidad
en cuanto al contenido
del documento

(3)