

PODER

GP Services Limited, compañía organizada y constituida de conformidad con las leyes de Nueva Zelanda, con domicilio social en Level 3, 280 Parnell Road, Parnell, Auckland 1052, New Zealand; en su capacidad de Socio General de Nicpaumi Investors LP, compañía limitada, organizada y constituida de conformidad con las leyes de Nueva Zelanda, con domicilio fiscal en Level 3, 280 Parnell Road, Parnell, Auckland 1052, Nueva Zelanda y siendo el único miembro de NZ Invest Company LLC., compañía organizada y constituida de conformidad con las leyes del Estado de Delaware, con domicilio social en 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, Estados Unidos de América; debidamente representada por su Directora, Karen Anne Marshall, por medio del presente documento designa y constituye como su apoderado, al señor Luis Avilés Uscocovich (con número de identificación #0905257168) para que, actuando por en forma individual pueda representar a NZ Investment LLC. ante la Superintendencia de Compañías y cualesquiera otras entidades, organismos o autoridades en el Ecuador y represente a NZ Investment LLC. mediante la suscripción de cualquier otro documento relacionado que pueda ser requerido así como en la ejecución de todos los actos que sean necesarios para cumplir con este Poder.

EN FE DE LO CUAL, los abajo firmantes han suscrito este documento el día de hoy 25 de Julio de 2011.

DOY FE QUE ESTE DOCUMENTO ES
FIEL COPIA DE SU ORIGINAL
Y CONSTA DE.....19 SEP 2012 JA(S)

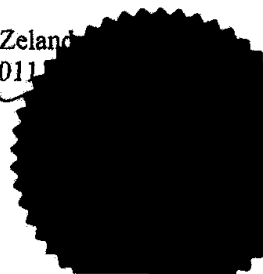
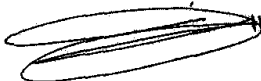
Guayaquil.....

Karen Ann Marshall, Directora, GP Services Limited



DAVID NICOLL
Dr. Rodolfo Pérez Pimentel NOTARY PUBLIC
NOTARIO XVI - GUAYAQUIL, NEW ZEALAND

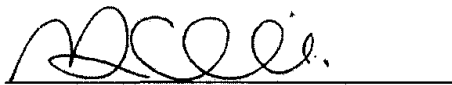
Notario Público en Nueva Zelanda
fue testigo de la ejecución de este documento el día 25 julio de 2011



POWER OF ATTORNEY

GP Services Limited, a company organized and constituted in accordance with the laws of New Zealand, with registered office at Level 3, 280 Parnell Road, Parnell, Auckland 1052, New Zealand, in its capacity as General Partner of Nicpuami Investors LP, a limited partnership organized and registered in accordance with the laws of New Zealand, with registered office at Level 3, 280 Parnell Road, Parnell, Auckland 1052, New Zealand, the sole member of NZ Invest Company LLC., a company organized and constituted in accordance with the laws of the State of Delaware, with registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, United States of America, herein duly represented by its Director, Karen Anne Marshall, hereby appoints and constitutes as its attorneys-in-fact, Mr. Luis Avilés Uscocovich (with identification number #0905257168), so that, acting individually, and independently he may represent NZ Invest Company LLC. with respect to civil matters before the Superintendence of Companies and any and all bodies, entities, agencies or authorities in Ecuador and represent NZ Invest Company LLC. in the execution of any other related documents which may be required and practice all the acts deemed necessary to comply with this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has executed this document this 25th day of July 2011

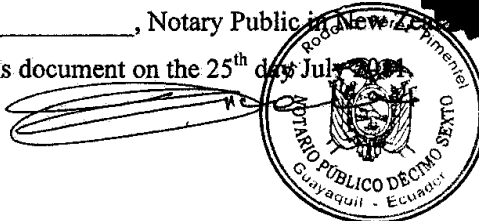


Karen Ann Marshall, Director, GP Services Limited

DAVID NICOLL
NOTARY PUBLIC
NEW ZEALAND

I, _____, Notary Public in New Zealand

witnessed the execution of this document on the 25th day of July 2011



INTERNAL AFFAIRS

Te Tari Taiwhenua

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: New Zealand

Pays / País:

This public document

Le présent acte public / El presente documento público

2. has been signed by: David John Warwick Nicoll

a été signé par:

ha sido firmado por:

3. acting in the capacity of: Notary Public

agissant en qualité de:

quien actúa en calidad de:

4. bears the seal / stamp of: David John Warwick Nicoll

est revêtu du sceau / timbre de:

y está revestido del sello / timbre de:

Certified

Attesté / Certificado

at: Wellington

à / en:

6. the: 26 July 2011

le / el día:

by: The Authentication Unit

par / por:

No: 00792.1

sous n° / bajo el número:

Seal / Stamp:

Sello / Timbre:

Timbre:

10. Signature:

Signature / Firma:



To verify the Apostille certificate go to: www.dia.govt.nz/apostille and click on the e-Register.

Pour vérifier le certificat Apostille, allez sur www.dia.govt.nz/apostille et cliquez sur e-Register.

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The purpose of this certificate is only to confirm that the signature, seal or stamp on the document is genuine. It does not mean that the contents of the document are correct or that the Authentication Unit of the Department of Internal Affairs approves of the contents.

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La finalidad de este certificado es simplemente la de confirmar que la firma, sello o timbre del documento es genuino. No indica que el contenido del documento sea correcto ni que la Unidad de Autenticación del Ministerio de Asuntos Interiores apruebe su contenido.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NZ INVEST COMPANY 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 FIFTH DAY OF SEPTEMBER, A.D. 2012.

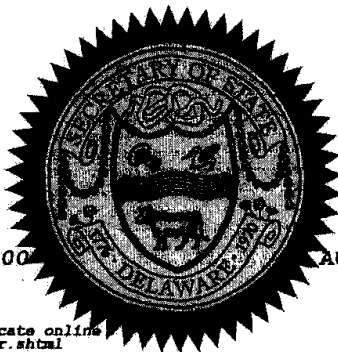
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NZ INVEST COMPANY LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2009.

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

DOY FE QUE ESTE DOCUMENTO ES
FIEL COPIA DE SU ORIGINAL
Y CONSTA DE.....(2).....FOJA(S)

Guayaquil...1-9-SEP-2012.....

Dr. Rodolfo Pérez Pimentel
NOTARIO XVI - GUAYAQUIL



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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9824593

DATE: 09-05-12

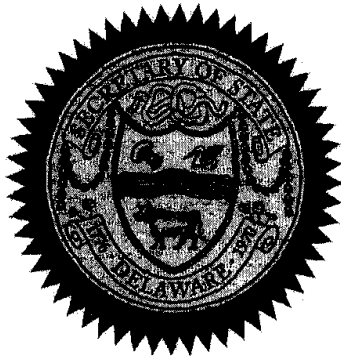
Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*
2. *This public document:*
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 *fifth day of September, A.D. 2012*
7. by *Secretary of State, Delaware Department of State*
8. No. *0476948*
9. Seal/Stamp:



10. Signature:

msar
Secretary of State

