

Golden Valley Limited

("the Company")

Resolution of the Board of Directors

Granting a

LIMITED POWER OF ATTORNEY

1 July 2010

The undersigned, being the duly appointed director of the Company, does hereby adopt the following resolution:

To appoint Ms. Vanessa Gil of Urbanización Puerto Azul, Manzana 135 Villa 50, Guayaquil, Ecuador as the Company's Attorney in Fact for the purposes of signing any and all documentation and performing any and all acts necessary to effect the following transactions:

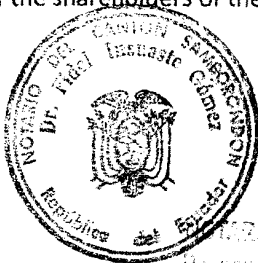
1. To represent the Company as owner of certain Shares of the Ecuadorian Corporation FRUTVAS S.A., specifically for the purposes of:

- Exercising the voting rights attached to the Shares ("the Voting Rights") of the Ecuadorian corporations previously named, either at meetings of the shareholders or by way of a resolution of the shareholders. PROVIDED THAT in order for the Attorney to validly exercise the Voting Rights in his capacity as the Company's proxy, the Company must have been given at least 3 working days' notice of the Attorney's intention to exercise the Voting Rights, and have consented in writing to the Attorney's proposed use of the Voting Rights.
- Executing on behalf of the Company the form required by the Superintendencia de Compañías del Ecuador in order to disclose the identity of the shareholders of the Company.

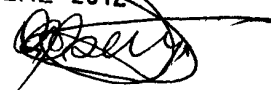
Golden Valley Limited



Geoffrey Peter Philp Cone



NOTARIA DEL CANTON SAMBOROMBON PROVINCIA DEL GUAYAS  
Recebo en fe de la comparencia de Mr. Geoffrey Peter Philp Cone, Director de la ley  
Frutvas S.A., para la otorgación de una procuración, en el presente documento  
firmado por el notario, que como consta en el libro de actas de la notaría de  
Samborombon, a 25 ENE 2012



DR. FIDEL INSUASTE GÓMEZ  
NOTARIO DEL CANTON SAMBOROMBON



**GOLDEN VALLEY LIMITED**

**CERTIFICATE OF GOOD STANDING**

I, **KAREN ANNE MARSHALL**, Barrister and Solicitor, authorised and admitted to practice within New Zealand **CERTIFY** that:

1. **GOLDEN VALLEY LIMITED** (New Zealand Company Number 2517948) ("the Company") is a company registered and subsisting under the Companies Act 1993 of New Zealand ("the Act");
2. **AND** the Company was incorporated under the Act on 15 June 2010.

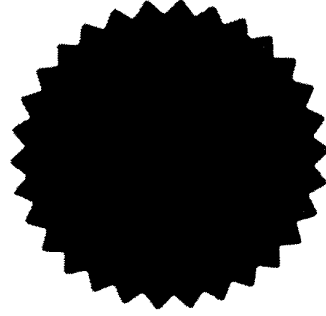
I further certify that according to the documents on the file of the company, filed in the Companies Office register:

- (a) **Geoffrey Peter CONE** is the director of the company;
- (b) **THE** registered office of the company is **Level 3, 280, Parnell Road, Parnell, Auckland, New Zealand;**
- (c) **THE** Company has been in continuous and unbroken existence since the date of its incorporation;
- (d) **NO** action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct;
- (e) **THE** Company is not in liquidation or subject to an administration order;
- (f) **NO** receiver or manager of the Company's property has been appointed; and
- (g) **SUBJECT** always to relevant local law, the Company is entitled to carry on any business and undertake any activity throughout the world which it may determine from time to time and to do all ancillary and incidental things required to give efficacy to its business or other activities;

Certified this 11<sup>th</sup> day of January 2012.

  
**KAREN ANNE MARSHALL**

David G. R. Short  
Notary Public  
170 Parnell Road  
Auckland, New Zealand



# 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 Gould Russell Short  
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 Gould Russell Short  
est revêtu du sceau / timbre de:  
y está revestido del sello / timbre de:

## Certified

Attesté / Certificado

at: Wellington

à / en:

6. the: 13 January 2012

le / el día:

by: The Authentication Unit

par / por:

No: 05613.4

sous n° / bajo el número:

JOY FE QUE ESTE DOCUMENTO ES

FIEL COPIA DE SU ORIGINAL

Seal / Stamp:

sceau / Timbre:

sello / Timbre:

Y CONSTA DE 2 FOJAS

23 JAN 2012

Signature:

Signature / Firma:

Dr. *Rolando Alomía*  
NOTARIO SUPLENTE DECIMO SEXTO  
DEL CANTON GUAYAQUIL

To verify this Apostille certificate go to: [www.dia.govt.nz/apostille](http://www.dia.govt.nz/apostille) and click on the e-Register.

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