

RESOLUCION No. 04.Q.IJ. 05 1 5

GILBERTO NOVOA MONTALVO
INTENDENTE DE COMPAÑÍAS DE QUITO, ENC.

CONSIDERANDO:

QUE se han presentado a este Despacho tres testimonios de la protocolización otorgada ante el Notario Cuadragésimo del Distrito Metropolitano de Quito el 3 de febrero del 2004, que contiene el Poder que la compañía extranjera "ROBINSON INTERNATIONAL LIMITED", confiere al señor Dick Alejandro Franco Reyes de nacionalidad ecuatoriana, así como la Revocatoria del Poder que aquélla concedió a la compañía Representaciones Asesoría Profesional RAPLAW Cia. Ltda., con la solicitud para su calificación;

QUE el Departamento Jurídico de Trámites Especiales, mediante Memorando No. SC.IJ.DJCPTE.04.0029 de 6 de febrero del 2004, ha emitido informe favorable sobre la suficiencia de los mencionados Poder y Revocatoria de Poder;

EN ejercicio de las atribuciones conferidas mediante Resolución Nos. ADM.04011 de 28 de enero del 2004.

RESUELVE:

ARTICULO PRIMERO.- CALIFICAR de suficientes los documentos otorgados en el exterior, atinentes al Poder constante en la protocolización referida.

ARTICULO SEGUNDO.- DISPONER que el Registrador Mercantil del Distrito Metropolitano de Quito: a) inscriba el mencionado Poder junto con esta Resolución; tome nota de estos documentos al margen de la inscripción del permiso para operar en el Ecuador de la compañía "ROBINSON INTERNATIONAL LIMITED" de 14 de mayo del 2003; y b) Siente las razones respectivas.

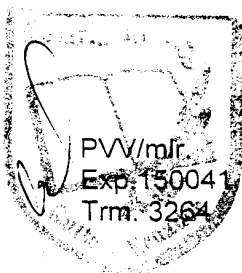
ARTICULO TERCERO.- DISPONER que la compañía: a) Solicite al Registrador Mercantil del Distrito Metropolitano de Quito, tome nota de la Revocatoria, al margen de la inscripción del Poder conferido a la compañía Representaciones Asesoría Profesional RAPLAW Cia. Ltda. de fecha 14 de mayo del 2003; y b) Que la compañía notifique judicialmente a la compañía Representaciones Asesoría Profesional RAPLAW Cia. Ltda. la Revocatoria del Poder que le fue conferido como Apoderada de la Sucursal.

ARTICULO CUARTO.- DISPONER que el texto íntegro del Poder, se publique, por una vez, en uno de los periódicos de mayor circulación en el Distrito Metropolitano de Quito.

CUMPLIDO lo anterior, remítase a este Despacho copia certificada de la protocolización respectiva.

COMUNIQUESE.- DADA y firmada en el Distrito Metropolitano de Quito.

15. 2004



ECON. GILBERTO NOVOA MONTALVO

**REVOCATION OF POWER OF ATTORNEY
AND GRANT OF GENERAL POWER OF ATTORNEY**

Mr. J.B. Robinson and Mrs. D.L. Ovenden, in their capacity as directors of **Robinson International Limited**, domiciled in Guernsey in the Channel Islands, and duly authorized by the Board of Directors, with this instrument hereby grants the following *Revocation of Power of Attorney and Grant of General Power of Attorney*:

As per the Board of Director's Resolution of (Insert Date), and in their aforementioned capacity, hereby revokes the Power of Attorney granted to **Representaciones Asesoría Profesional RAPLAW Cia. Ltda.** (RAPLAW) on March 24, 2003. Moreover, this document acknowledges and constitutes notice that Robinson International Ltd. hereby rescinds and terminates said instrument and all authority, rights and power hereto previously held by RAPLAW thereunder as the company's legal representative in the Republic of Ecuador.

Subsequently, the undersigned hereby grants a *General Power of Attorney* to **Mr. Dick Alejandro Franco Reyes**, an Ecuadorian citizen domiciled in the city of Esmeraldas, divorced, carrying Ecuadorian identification card number 080119292-3. With this instrument Mr. Franco is hereby empowered as follows:

FIRST: To act as the General Attorney-in-Fact of Robinson International Ltd. in the Republic of Ecuador and before its public and private entities and courts of law, with such ample and sufficient powers as to comply with the laws of the Republic of Ecuador.

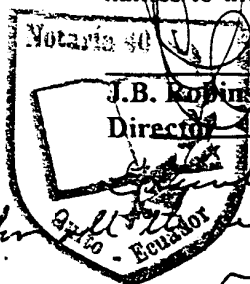
SECOND: To perform all legal acts and affairs that will take place in Ecuador with ample and sufficient powers; especially the ability to reply to all legal demands and fulfill contractual obligations.

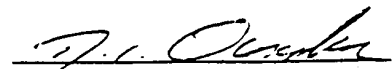
THIRD: To prepare, sign and submit documents, proposals, contracts, association agreements, and any other documents on behalf of the Grantor. To represent the in Robinson International Ltd. public biddings, purchase of contractual bases, etc. To grant General and Special Power of Attorney in order to work together or separately, with or without the right to assign and with the faculties that the Assignee believes convenient, to revoke, when deemed convenient, those powers that confer to said agent, when those powers have actually been granted by the grantor.

FOURTH: To open and maintain accounts, make deposits, withdrawals, endorsements, protests of all classes of values, documents and securities, to receive money from third parties and to perform all acts relative to the management and administration of all the negotiations of Robinson International Ltd. in the Republic of Ecuador.

FIFTH: To perform in Ecuador all acts pertinent to obtaining operation permits, foreign investment and the remaining requirements necessary to establish a branch, including the powers enumerated in Art. 415 of the *Law of Companies*.

In witness whereof, Robinson International Limited by its authorized directors, hereto signs its names to this, 20th January 2004.




D.L. Ovenden
Director

before me this 20th day of January 2004
TREVOR JACKSON CHAPMAN
NOTARY PUBLIC
39 HIGH STREET
TENTERDEN
KENT
TN30 6Q1