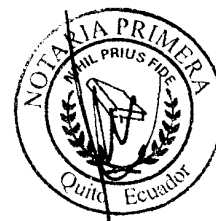




NOTARIA
PRIMERA



19 de octubre
DR. JORGE MACHADO CEVALLOS



No. 63

P R O T O C O L I Z A C I O N

TRADUCCION.- PODER GENERAL.-
OTORGADO POR EXPRO WORLDWIDE B.V.
A FAVOR DE: MOORE STEPHENS PROFILE
CIA. LTDA.

CUANTIA INDETERMINADA
QUITO 07 DE ENERO 2008.-

***** IMC *****

DI 03 COPIAS



20 mte
ALLEN & OVERY 1

000001

RJIL/PWS Beta/legalisation

80288-00002



SEEN FOR LEGALISATION the signatures of:

- Mr Peter Wilbert Arbour, born in Louisiana, United States of America, on 11 May 1948, identified by means of his passport with number 135387682;
 - Mrs Nicole Josephina Johannes Maria Wolhuis-Geeraedts, born in Venlo, the Netherlands, on 26 June 1970, identified by means of her passport with number NUFHFRKK7;
 - Mrs Yvonne Maria Theuns, born in Amsterdam, the Netherlands, on 29 April 1967, identified by means of her passport with number NG6793716,
- by me Robert Jan Jozef Lijdsman, civil law notary in Amsterdam, the Netherlands.

I certify that according to the information provided by the Chamber of Commerce and Industries today, Mrs N.J.J.M. Wolhuis-Geeraedts and Mrs Y.M. Theuns are proxyholders of Fortis Intertrust (Netherlands) B.V., having its official seat in Amsterdam, the Netherlands, with its office address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, and that they are jointly authorised to represent Fortis Intertrust (Netherlands) B.V., registered in the Commercial Register with number 33144202.

I certify that according to the information provided by the Chamber of Commerce and Industries today, Fortis Intertrust (Netherlands) B.V. is managing director A and Mr P.W. Arbour is managing director B of Expro Worldwide Beta B.V. (formerly named: Power Well Service Holdings Netherlands Beta B.V.), having its official seat in Amsterdam, the Netherlands, with its office address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, registered in the Commercial Register with number 34207328, and that they are jointly authorised to represent Expro Worldwide Beta B.V.

Amsterdam, 14 December 2007.



[Handwritten signature]

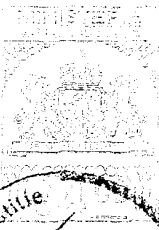
Let it

mr. R.J.J. Lijdsman
notaris te Amsterdam
Amsterdam

Rechtbank Amsterdam.
Namens deze,

~~chr F. Wardenar~~

Gezien voor legalisatie van de handtekening
van F. Wardenaar
Griffier van de Arrondissementsrechtbank te Amsterdam
's-Gravenhage
De Minister van Justitie,
namens de Minister,
Hoofd van de directie Bedrijfsvoering en Ondersteuning
Bestuursdepartement,
voor deze,



Gedien voor afgifte van de handtekening
van dijn/haar J. Rijn

Des. Houtg.

17 DEC. 2007

Erstverleumdung

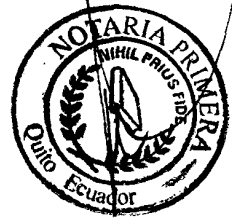
De minister van
Buitenlandse Zaken
voordree,

6164

A.M. Korving

21 de febrero

00000 2



A P O S T I L L E

(Convention de La Haye du 5 octobre 1961)

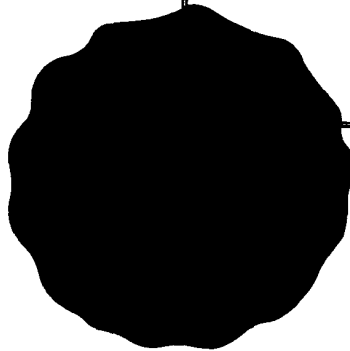
1. Country: THE NETHERLANDS
This public document
2. has been signed by **A.M. Korving**
3. acting in the capacity of official of the
Ministry of Foreign Affairs
4. bears the seal/stamp of aforesaid Ministry

Certified

5. at 's GRAVENHAGE 6. on 18-12-2007
7. by the clerk of the court (Rechtbank)
8. no. 2007-6912-2
9. Seal/stamp:

10. Signature:

M.A. de Roode



GENERAL POWER OF ATTORNEY

Let it be known hereby that the undersigned, in his/her capacity as the Legal representatives of the **EXPRO WORLDWIDE B.V.**, hereinafter referred to as "the Company", does hereby designate, constitute and appoint Moore Stephens Profile Cía. Ltda., duly represented by its General Manager, Dr. Mauricio Esteban Durango-Pérez, pursuant to Article 6 of the Law on Companies, as the true and genuine agent of the Company, who shall be authorized and empowered hereunder on behalf and in representative of the Company to perform the following for the Company's sole, exclusive benefit:

Especially to defend lawsuits and fulfill the respective obligations.

1. To enter into contracts, agreements, associations, to undertake all powers granted to agents pursuant to Article 44 of the Code of Civil Procedure in Ecuador, including, among other things, the power to bring and defend lawsuits, to submit and contest proofs, to oppose counterclaims, complaints, judgments or awards, to submit a process for arbitration; to settle positions and administer binding oath, to receive and/or take possession of the matter involved in litigation, to receive and grant receipts for payments.
2. To sign and/or enter into any kind of document, engage in all kinds of actions, arrangements and procedures, as required to procure, import and/or export goods to and from Ecuador, dealing with any administrative or judicial authority, such as the Ecuadorian Customs Corporation, including signing and submitting tax declarations under the relevant administration, customs clearance, and transport of goods.
3. The Agent is empowered to undertake, on behalf and in representation of the grantor, all types of civil, commercial, financial or banking operations or business, as well as any action, contract or arrangement without any restriction whatsoever, in dealing with any individual or corporate body, commercial or lending institution, granting him the following powers, which are listed as examples but not to imply any limitations: I) To promise to sell or purchase real property under any conditions, with or without guarantees, to grant or request tenure of occupancy of the promised property, to ratify, annul or rescind such promises; to grant deeds or request definitive deeds, demanding or waiving the corresponding guarantees; II) To transfer or acquire under any conditions or modality, purchase and sell, dispose of, award for payment, assign or any other sort of contract named or un-named, all manner of goods or rights, in any form and conditions; III) To contract for, undertake, transfer and cancel obligations of all kinds, fulfill them and demand compliance with those undertaken by third parties regarding the agent; IV) To ensure fulfillment of obligations undertaken regarding all kinds of guarantees, deposits, bonds, mortgages, antichresis, undertaking not to rent nor to let out real property, waiving the procedures, terms and benefits of executive lawsuits, to leave securities on deposit in the creditor's hands, and in summary to accept any stipulations and conditions that are demanded, for which purpose he may encumber all the grantor's goods, present or future, real or chattel, bodily or not; V) To assign all or part of the grantor's goods for the purposes thereof; VI) To enter into all kinds of obligations and contracts under commercial law, to create or enter into civil or commercial corporate bodies of all kinds, contributing sums of money or goods of any nature thereto, stipulating any condition, asking for and accepting total or partial dissolution thereof, being empowered to represent the constituent in all matters involving the business and administration of those corporate bodies, their dissolution, liquidation, partition, total or partial sale or transfer, closure or

termination, without any limitation whatsoever; VII) To arrange for deposits with the broadest possible powers, for this purpose to be able to undertake all kinds of obligations; VIII) To administer all real and chattel property currently owned by the Constituent or which should become the latter's property for any reason, by any cause, or under any arrangement, with the powers to make any repairs thereto as required for upkeep and conservation, to make and pay expenses related to this administration and as originate from repairs of this property, fees and taxes of all kinds, collecting and paying accounts, rental or lease and loans of any nature and origin; IX) To collect what is owed to the grantor, whether as interest, commissions, remunerations or for any other reason, granting receipts for total or partial payment; X) To sign all kinds of documents with any kind of stipulations, obligations and waivers; XI) To give and take in rental, sublease, commodatum or partnership all kinds of property, arranging in each case the prices, terms and conditions, to modify or alter such contracts in any way, to expel or encumber the tenants or occupants, to apply for eviction and execute the collection of rent, to annul or rescind such contracts and to enter into all kinds of rental of projects and services, for any kind of stipulation; XII) To engage and cancel insurance, grant assignment of rights thereunder, accept and impugn amendments made by the insurer, collect and receive indemnities, grant and sign receipts and collection thereunder and statements, and waiver rights and exonerations of liability; XIII) To withdraw from the post office and other institutions, any correspondence, parcels, securities and other objects addressed to the grantor, to send, endorse and collect postal orders; XIV) To commence, continue, process and terminate all manner of actions and arrangements of an administrative nature, involving any authority or dependency of the State, municipal agencies, autonomous bodies and decentralized services, such as the Internal Revenue Service, Ecuadorian Customs Corporation, and Social Security Institute (IESS), being empowered to appear before any public and/or private office for the purposes of: presenting documents, receiving notice of administrative resolutions and appeal thereto, apply for authorizations, register the constituent as a company, request, arrange and process changes, updating or modifications in the Taxpayer Number (RUC); submit observations, withdraw dossiers, change domiciles, sign contracts and sworn statements, engage and suspend services to be provided in real property belonging to the constituent or which the latter has leased or undertaken to purchase; XV) To carry out all kinds of operations with any banking, financial or lending institution, whether governmental or private, currently existing or which is established in the future: (a) to open and close current accounts, sight and fixed-term savings accounts, draw upon deposited funds and make overdrafts, and order debits to the account; (b) to make fixed-term or savings account deposits; (c) to rent safety deposit boxes, access them and remove therefrom the securities and documents on deposit therein; (d) to request, obtain and renew bank credit of any nature, especially loans, discounts and overdrafts in current accounts, by signing any documentation that is required, agreeing about financing and letters of credit, determining terms, currency, interest and other conditions; (e) to draw, accept, endorse, renew, discount, countersign and sign checks, promissory notes, IOUs, vouchers and credit or securities certificates of any kind or nature, in any way and under any conditions; (f) to open custodial accounts, withdraw documents, securities, shares, bonds, notes and certificates of any nature that the corporate body has deposited at present or deposits in the future, in custody or in guarantee or for collection, and may grant and sign the receipts, documents and commitments that are required, and close such accounts; (g) to conduct exchange operations, signing relevant settlements and documents; (h) to request bonds, endorsements, acceptances and bank guarantees; (i) to collect and receive amounts owed to the Constituent; and (j) to request and grant acceptance of current account statements, request checkbooks and in general carry out any and all financial or banking operations, including all



kinds of transfers, payments and drafts by electronic, computing and/or communications network means, being authorized to carry out and fulfill formalities and requirements as demanded in each case, the preceding statement being merely illustrative but not entailing limitations.

Other administrative issues are also included, such as opening bank accounts, signing checks, granting guarantees, etc., opening a tax number (RUC), a social security employer's number, arranging issues with the SRI, IESS and other public agencies. To make payments and collections. To engage services, etc.

4. These powers may be exercised in dealing with any court, tribunal or administrative authority.
5. To present, offer, bid, grant, request, recognize, deliver, legalize and officialize through a notary, a public- or private-law entity, any solicitude, document or instrument and take any legitimate action that is required to establish, register, create, and establish domicile for the Company in the Republic of Ecuador.
6. To act subject to the Law on Companies and other cognizant entities in Ecuador.
7. If relevant to apply for authorization and registration of the capital assigned to the Company's branch in Ecuador in the amount required by Ecuadorian norms.
8. The agents are authorized to delegate this power of attorney wholly or partly to one or more parties; when the agents should delegate this power of attorney, it is understood that they will reserve the authority granted them to exercise it whenever they consider it advisable, not precluding the delegation, except when expressly indicating that this power is not reserved.

The agents' temporary or definitive absence from the country shall not terminate the delegation of the power of attorney that they have granted pursuant hereto.

This power of attorney may be terminated upon the decision of the undersigned Company and shall otherwise expire on June 30, 2009.

EXPRO WORLDWIDE B.V.



Peter W. Arbour
Managing Director B



N.J.J.M. Wolthuis-Geeraedts

Fortis Intertrust (Netherlands B.V.)
Managing Director A



Y.M. Theuns

Fortis Intertrust (Netherlands B.V.)
Managing Director A



000004

23 oct 7tes
ALLEN & OVERY 1RUL/PWS Beta/legalisation
80288-00002

SEEN FOR LEGALISATION the signatures of:

- Mr Peter Wilbert Arbour, born in Louisiana, United States of America, on 11 May 1948, identified by means of his passport with number 135387682;
 - Mrs Nicole Josephina Johannes Maria Wolthuis-Geeraedts, born in Venlo, the Netherlands, on 26 June 1970, identified by means of her passport with number NUFHFRKK7;
 - Mrs Yvonne Maria Theuns, born in Amsterdam, the Netherlands, on 29 April 1967, identified by means of her passport with number NG6793716,
- by me Robert Jan Jozef Lijdsman, civil law notary in Amsterdam, the Netherlands.

I certify that according to the information provided by the Chamber of Commerce and Industries today, Mrs N.J.J.M. Wolthuis-Geeraedts and Mrs Y.M. Theuns are proxyholders of Fortis Intertrust (Netherlands) B.V., having its official seat in Amsterdam, the Netherlands, with its office address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, and that they are jointly authorised to represent Fortis Intertrust (Netherlands) B.V., registered in the Commercial Register with number 33144202.

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Amsterdam, 14 December 2007.



Gezien voor legalisatie der handtekening van:

mr. R.J.J. Lijdsman
notaris te Amsterdam

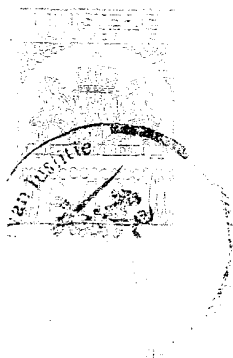
Amsterdam 17. DEC 2007 • 00636

Rechtbank Amsterdam,
Namens deze,

dh. F. Wardenaar



Gezien voor legalisatie van de handtekening
van F. Wardenaar
Griffier van de Arrondissementsrechtbank te Amsterdam
's-Gravenhage
De Minister van Justitie,
namens de Minister,
Hoofd van de directie Bedrijfsvoering en Ondersteuning
Bestuurdepartement,
voor deze,



Gezien voor legalisatie van de handtekening
van dhr/inw. J. Rijn

(Den Haag.

17 DEC. 2007

Buitenlandse
Zaken

De minister van
Buitenlandse Zaken
voor deze,

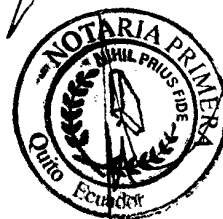
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A.M. Korving

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A P O S T I L L E

(Convention de La Haye du 5 octobre 1961)

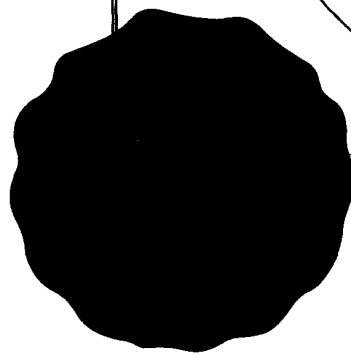
1. Country: THE NETHERLANDS
This public document
2. has been signed by **A.M. Korving**
3. acting in the capacity of official of the
Ministry of Foreign Affairs
4. bears the seal/stamp of aforesaid Ministry

Certified

5. at 's-GRAVENHAGE 6. on 18-12-2007
7. by the clerk of the court (Rechtbank)
8. no. 2007-6912-1
9. Seal/stamp:

10. Signature:

M.A. de Roode



PODER GENERAL

Sébase por el presente instrumento que el abajo firmante en calidad de Representante Legal de la compañía **EXPRO WORLDWIDE B.V.** en adelante llamada "La Compañía", por medio del presente instrumento designa, constituye y nombra a Moore Stephens Profile Cía. Ltda. Debidamente representado por su Gerente General Dr. Mauricio Esteban Durango Pérez, de conformidad con el Art. 6 de la Ley de Compañías, como mandatario real y verdadero de la Compañía, quienes por medio del presente instrumento quedan autorizados y facultados en nombre y en representación de la Compañía a realizar lo siguiente para el beneficio único y exclusivo de la Compañía:

Especialmente para contestar demanda y cumplir con las obligaciones respectivas.

1. Celebrar contratos, convenios, asociaciones, asumir todas las facultades que otorgan a los mandatarios conforme lo estipula el Art.44 del Código de Procedimiento Civil en el Ecuador, incluyendo entre otras cosas, la facultad para presentar y contestar demandas, presentar pruebas y objetarlas, oponerse a reconvencciones, reclamos, sentencias o adjudicaciones, comprometer el pleito en árbitros; absolver posiciones y deferir al juramento decisorio, recibir la cosa sobre la cual verse el litigio y/o tomar posesión de ella, recibir pagos y otorgar recibos por ellos.
2. Suscribir y/o celebrar cualquier clase de documento, realizar todo tipo de actos, gestiones y trámites, que sean necesarios para la adquisición, importación y/o exportación de bienes desde y hacia el Ecuador, ante cualquier autoridad administrativa o judicial, como la Corporación Aduanera Ecuatoriana, inclusive la suscripción y presentación de declaraciones de tributos bajo la administración de dicha entidad, la desaduanización, transportación de los bienes.
3. La Mandataria queda facultada para realizar en nombre y representación del poderdante, todo tipo de operación o negocio civil, comercial, financiero o bancario, así como cualquier acto, contrato o gestión sin restricción alguna, ante cualquier persona física o jurídica, institución comercial o de crédito, confiriéndole las facultades siguientes, cuya enumeración es a título de ejemplo, no implicando limitación: I) Prometer vender o comprar inmuebles en cualquier condición, con garantías o sin ellas, conferir o solicitar la tenencia u ocupación de los bienes prometidos, ratificar, anular o rescindir dichas promesas; escriturar o solicitar escrituración definitiva, exigiendo o renunciando a las garantías correspondientes; II) Enajenar o adquirir por cualquier título y modo, compraventa, permuta, adjudicación en pago, cesión, o cualquier otra especie de contrato nominado o innominado, toda clase de bienes o derechos, en cualquier forma y condición; III) Contraer, asumir, transferir y cancelar obligaciones de toda clase, cumplirlas y exigir el cumplimiento de las contraídas por terceros respecto del mandatario; IV) Asegurar el cumplimiento de las obligaciones contraídas con toda clase de garantías, prendas, fianzas, hipotecas, anticresis, obligarse a no arrendar ni a dar en anticresis los inmuebles, renunciar a los trámites, términos y beneficios del juicio ejecutivo, dejar depositados los títulos en manos del acreedor, y en fin, aceptar cuantas estipulaciones y condiciones se le exijan, pudiendo a esos efectos afectar todos los bienes del poderdante, presentes o futuros, muebles o inmuebles, corporales o incorporeales; V) Hacer cesión de todo o parte de los bienes de la poderdante con los efectos propios de la misma; VI) Contraer toda clase de obligaciones y contratos de derecho comercial, crear o ingresar en sociedades civiles o comerciales de cualquier clase, aportando a las mismas sumas de dinero o bienes de toda naturaleza, estipulando cualquier condición, pedir y aceptar

cuentas; (g) realizar operaciones de cambio suscribiendo las liquidaciones y documentos que correspondan; (h) solicitar fianzas, avales, aceptaciones y garantías bancarias; (i) cobrar y percibir las sumas adeudadas al Mandante; y (j) solicitar y dar conformidad a estados de cuentas corrientes, pedir libretas de cheques y en general realizar todas y cualquiera de las operaciones financieras o bancarias, incluyendo todo tipo de transferencias, pagos y giros por medios electrónicos, informáticos y/o a través de redes de comunicaciones, quedando facultado para llevar a cabo y cumplir las formalidades y requisitos que en particular le exijan para cada caso, siendo la enunciación precedente meramente enunciativa y no limitativa.

4. Estas facultades pueden ejercerlas ante cualquier corte tribunal o autoridad administrativa.
5. Presentar, ofertar, ofrecer, otorgar, solicitar, reconocer, entregar, legalizar y otorgar ante notario, entidad de derecho público o privado cualquier solicitud, documento o instrumento y realizar cualquier otra acción legítima que sea necesaria para el establecimiento, registro, creación y domiciliación de la compañía en la República del Ecuador.
6. Actuar con sujeción a la Ley de Compañías y demás entidades competentes en el Ecuador.
7. De ser el caso solicitar la autorización y registro del capital asignado a la sucursal de la compañía en el Ecuador en el monto que sea exigido por la normativa ecuatoriana.
8. Los mandatarios están autorizados a delegar este poder en su totalidad o en parte a una o más personas, cuando los mandatarios delegaren este poder, se entenderán que se reservan la autoridad que se les otorga para el ejercicio cuando ellos lo consideran aconsejable, sin perjuicio de la delegación, salvo cuando expresamente indiquen que no se reservan ésta facultad.

La ausencia temporal o definitiva de los mandatarios del país, no dará por terminado la delegación del poder que hubieren otorgado de conformidad con éste instrumento.

Este poder podrá terminar a voluntad por parte de la compañía abajo firmante.

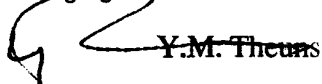
EXPRO WORLDWIDE B.V.



Peter W. Arbour
Managing Director B
N.J.J.M. Wolthuis-Geeraedts



Fortis Intertrust (Netherlands B.V.)
Managing Director A



Fortis Intertrust (Netherlands B.V.)
Managing Director A



NOTARIA
PRIMERA



DR. JORGE MACHADO CEVALLOS

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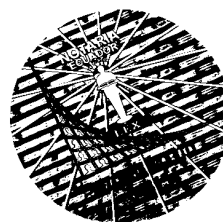
26 de 7 seis

RAZON DE PROTOCOLIZACION.- A petición del abogado Marco Andrade, afiliado al Colegio de Abogados de Pichincha, bajo el número once mil cuatrocientos nueve; con esta fecha y en doce fojas útiles; protocolizo en el registro de escrituras públicas de la Notaría Primera de este Cantón actualmente a mi cargo, LA TRADUCCION DEL PODER GENERAL OTORGADO POR EXPRO WORLDWIDE B.V., A FAVOR DE MOORE STEPHENS PROFILE CIA. LTDA., que anteceden.- Quito, siete de enero de dos mil ocho.- El Notario, (firmado) Doctor Jorge Machado C.- (sigue un sello).-

Es fiel y, T E R C E R A
COPIA CERTIFICADA de los documentos que anteceden, protocolizados ante mí; y, en fe de ello, la confiero debidamente sellada y firmada en Quito, siete de enero de dos mil ocho.-



Jorge Machado Cevallos
Dr. Jorge Machado Cevallos
Notario Primero del Cantón Quito





000008

**REGISTRO MERCANTIL
DEL CANTON QUITO**

ZÓN: Con esta fecha queda inscrito el presente documento y la resolución número **08.Q.IJ. DOS MIL OCHOCIENTOS DIECINUEVE** del Sr. **INTENDENTE DE COMPAÑÍAS DE QUITO** de 23 de julio de 2.008, bajo el número **2524** del Registro Mercantil, Tomo **139**.- Se tomó nota al margen de las inscripciones números: **1968** del Registro Mercantil de ocho de agosto de dos mil cinco, a fs. 1706 vta., Tomo 136 y **863** del Registro Mercantil de veintisiete de marzo de dos mil siete, a fs. 743, Tomo 138.- Queda archivada la **SEGUNDA** copia certificada de la Protocolización efectuada el siete de enero de dos mil ocho, ante el Notario **PRIMERO** del Cantón Quito, **DR. JORGE MACHADO CEVALLOS**, referente al **PODER** que la Compañía extranjera "**EXPRO WORLDWIDE B.V.**", confiere a favor de la Compañía "**MOORE STEPHENS PROFILE CÍA. LTDA.**".- Se fijó un extracto para conservarlo por seis meses, según lo ordena la Ley, signado con el número **1547**.- Se da así cumplimiento a lo dispuesto en la citada resolución.- Se anotó en el Repertorio bajo el número **030112**.- Quito, a veinticinco de julio del año dos mil ocho.- **EL REGISTRADOR**.-



DR. RAÚL GAYBOR SECAIRA
REGISTRADOR MERCANTIL
DEL CANTÓN QUITO

RG/mn.-

