

Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: United States of America
- This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 27th day of January 2010
7. by Secretary of State, State of New York
8. No. NYC-10413513B
9. Seal/Stamp
10. Signature

Lorraine Cortes Vazquez
Secretary of State

PODER ESPECIAL

OTORGADO POR:

.....

A FAVOR DE:

[Diego Ramírez Mesec]

PRIMERA.- COMPARECIENTE.-

El señor Michael Alan Hartman., en su calidad de Director y como tal Representante Legal de GALAXY LATIN AMERICA INVESTMENTS, LLC, (en adelante "MANDANTE").- El compareciente es de nacionalidad estadounidense, mayor de edad, domiciliado en esta ciudad de Nueva York; hábil para contratar y obligarse y quien actúa por los derechos que representa.

SEGUNDA.- PODER ESPECIAL.-

El señor Michael Alan Hartman, a nombre y representación de la MANDANTE, en forma libre y voluntaria, otorga el presente Poder Especial a Diego Ramirez Mesec y la nombra como su apoderada especial, a quien en adelante se le podrá denominar el/la "MANDATARIO/A", para que tenga plenas facultades y atribuciones para realizar, a nombre y en representación del/la MANDANTE, lo siguiente:

- a) Representar al/la MANDANTE, en todos los actos que sean necesarios ante entidades públicas, privadas, administrativas o judiciales, especialmente pero no limitado a: i) la suscripción de títulos de acción ó certificados de aportación; ii) comparecer a las Juntas Generales que se celebren, pudiendo proponer, discutir y votar sobre los puntos a tratarse iii) presentar solicitudes, información y datos a órganos de control ecuatorianos; iv) registrar la inversión en el Banco Central del Ecuador.
- b) Contestar y presentar demandas, representar judicial y extrajudicialmente para defender los derechos e intereses del/la MANDANTE.
- c) El/la MANDATARIO/A, podrá hacer, a nombre del/la MANDANTE, todo aquello

SPECIFIC POWER OF ATTORNEY

GRANTED BY:

.....

TO:

[Diego Ramírez Mesec]

FIRST.- APPEARER.-

Mr Michael Alan Hartman in his capacity as Director and as such Legal Representative of GALAXY LATIN AMERICA INVESTMENTS, LLC, (hereinafter "PRINCIPAL").- The appearer with United States nationality, of legal age, domiciled in the city of New York; able to execute contracts and assume obligations, acting in his capacity and for the rights he represents.

SECOND.- SPECIFIC POWER.-

Mr Michael Alan Hartman, in the name and on behalf of the PRINCIPAL, freely and voluntarily hereby grants this Specific and Limited Power of Attorney to Diego Ramirez Mesec and appoints it as "Attorney-in-fact", hereinafter also referred to as "AGENT", so that he shall have the full power and authority, in the name and on behalf of the PRINCIPAL, to undertake and perform only the following acts:

- a) To act on behalf of the PRINCIPAL, in all necessary acts before public, private, administrative or legal entities, specially but not limited to: i) subscription of Shares or Certificates of Contribution; ii) attend to the General Shareholders Meetings that might be held, being capable to propose, discuss and vote on the matters to be known; iii) file applications, present information before Ecuadorian control entities; and, iv) register the investment at the Central Bank of Ecuador.
- b) Reply and file claims, whether judicial and extra-judicial, in order to safeguard the rights and interests of the PRINCIPAL.
- c) On behalf of the PRINCIPAL, the AGENT shall undertake all necessary procedures in



que sea necesario para cumplir a cabalidad con el mandato conferido y para proteger los derechos e intereses del/la MANDANTE, por lo que ninguna entidad y/o autoridad pública o privada del Ecuador podrá alegar insuficiencia de poder.

El/la MANDANTE, reconoce y acepta que el/la MANDATARIO/A no será personalmente responsable de las obligaciones que adquiera el/la MANDANTE.

TERCERA.- PLAZO.-

El presente poder es otorgado por un plazo indeterminado, pero el/la MANDANTE podrá revocarlo en cualquier momento.-


.....
Michael A. Hartman

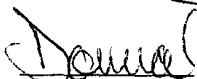
En presencia de:

CERTIFICACION NOTARIAL

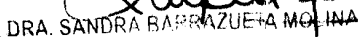
ESTADOS UNIDOS)

ESTADO DE NUEVA YORK)

Ante mi, el suscrito Notario Público, del estado de Nueva York, Estados Unidos, el día 25 del mes de enero del 2010, firmado por Michael A. Hartman, quien me dio fe de haber otorgado el presente, la firma que aparece


NOTARIO I

NOTARIA VIGESIMA SEXTA DEL CANTON QUITO
De acuerdo con la facultad prevista en la ley Notarial doy fe que la FOTOCOPIA que antecede, es igual al documento presentado ante mi en -3-
Quito, a


DRA. SANDRA BARRAZA MOLINA
NOTARIA VIGESIMA SEXTA SUPLENTE
DEL CANTON QUITO

order to fully accomplish the assignment conferred within this instrument and safeguard its rights and interests. Ecuadorian authority, whether governmental or private, may claim lack of legal capacity to handle assigned matters.

The PRINCIPAL acknowledges and accepts that the AGENT shall not be held personally liable of the responsibilities acquired by the PRINCIPAL.

THIRD.- TERM.-

This power of attorney is granted for an indefinite period but may be revoked at any time by the PRINCIPAL.-


.....
Michael A. Hartman

In the presence of:

NOTARIAL CERTIFICATION

STATE OF NEW YORK)

COUNTY OF NEW YORK)

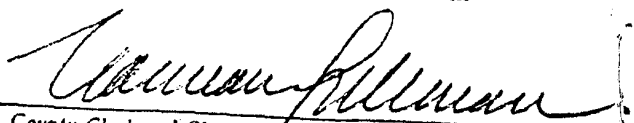
On this 25th day of January, 2010, before me, the undersigned Notary Public, in and for said State, personally appeared Michael A. Hartman, who is

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

FEE PAID \$3.00
JAN 27 2010


County Clerk and Clerk of the Supreme Court, New York County

