

Quito, 14 de febrero de 2007

Señor doctor

Sebastián Valdivieso Cueva

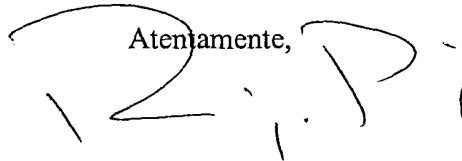
Notaría Vigésimo cuarta del cantón Quito

Ciudad.-

Señor Notario:

En el registro de escrituras públicas a su cargo, sírvase incluir, mediante protocolización, el Poder General mediante el que la compañía extranjera GOODYEAR INTERNATIONAL CORPORATION nombra al señor John Jairo Ospina Díaz como apoderado de la sucursal de esta compañía en el Ecuador.

Atentamente,



Diego Pérez Ordóñez

Matrícula 4680 C.A.P.

PB&P



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by DIANA ZALESKI

3. acting in the capacity of Clerk of Court of Common Pleas

4. bears the seal/stamp of Court of Common Pleas, Summit County

CERTIFIED

5. at Columbus, Ohio

6. December 7, 2006

7. by the Secretary of State of Ohio.

8. No. 252122

9. Seal/Stamp:

10. Signature:




J. Kenneth Blackwell
Secretary of State of Ohio

This certification certifies only the authenticity of the signature of the official who signed the document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification does not imply that the contents of the document(s) are correct, nor that they have the approval of this office.

0000048

THE STATE OF OHIO
County of Summit

I, DIANA ZALESKI, Clerk of the Court of Common Pleas of Summit County, Ohio, and the Court of Appeals, the same being the courts of record of the aforesaid County, having by a law a seal, do hereby certify that

URRAINNA M WILSON

whose name is subscribed to the attached certificate of acknowledgment, proof or affidavit, was at the time of taking such acknowledgment, proof or affidavit, a Notary Public duly commissioned and sworn and residing in said county, and was as such an officer of said state, duly authorized by the laws thereof to take and certify the same, as well as to take and certify the proof and acknowledgment of deeds and other instruments in writing to be recorded in said state, and that full faith and credit are and ought to be given to his official acts; and I further certify that I am well acquainted with his handwriting, and verily believe that the signature to the attached certificate is his genuine signature.

The laws of the State of Ohio do not require an impression of the Notarial Seal to be on file in the Clerk's Office.

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

21st day of November A.D., 2006

Diana Zaleski
DIANA ZALESKI, Clerk of Courts

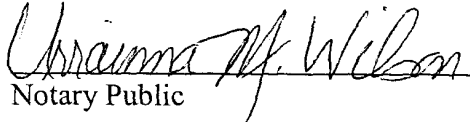
LIL SC-19



STATE OF OHIO)
COUNTY OF SUMMIT) SS
UNITED STATES OF AMERICA)

Before me, a Notary Public in and for said County and State, personally appeared Thomas A Connell and Anthony E Miller, to me known to be Vice President and Controller and Assistant Secretary, respectively, of Goodyear International Corporation, and the persons who signed the foregoing General Power of Attorney dated November 21, 2006 and did acknowledge that the signing thereof was their free act and deed and the free act and deed of the Company, and that the seal affixed thereto is the seal of said Company, and that the signing and sealing thereof is authorized by the Board of Directors of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Akron, Ohio, U.S.A. this 21st day of November, 2006.


Notary Public

My Commission Expires:

Cherrina Wilson
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 10/20/10

GENERAL POWER OF ATTORNEY

DATED: November 21, 2006

0000049

KNOW ALL MEN BY THESE PRESENTS that the undersigned, as Vice President and Controller of Goodyear International Corporation (hereinafter the "Company"), by these presents does hereby make, constitute and appoint John Jairo Ospina Diaz domiciled in Ecuador, the true and lawful attorney-in-fact of the Company, who is hereby authorized and empowered to do the following on behalf of the Company and in the Company's name, for the sole and exclusive benefit of the Company:

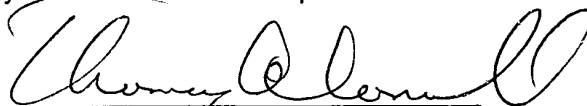
- 1) To perform on behalf and in representation of the Company all actions and legal transactions that are to be executed and enforced within the national territory of the Republic of Ecuador, and especially to answer claims and meet commitments.
- 2) To enter into contracts and assume all authority granted to attorneys-in-fact in Article 48 of the Ecuadorian Code of Civil Procedure, including, among other things, the authority to file and answer claims, submit evidence and to object, oppose, and challenge claims, judgments or adjudications, refer to arbitration, answer interrogatories, defer to opposing parties oath, to receive or take possession of property under litigation, receive payments and give receipts thereunder. This authority may be exercised before any court, tribunal and administrative authority.
- 3) To submit, tender, offer, execute, petition, file, acknowledge, deliver, and notarize any application, document or instrument, and take any other lawful action necessary for the establishment, registration, creation and domiciliation of the Company in the Republic of Ecuador.
- 4) The attorney-in-fact is authorized to delegate this power of attorney totally or partially upon one or more persons. Whenever the attorney-in-fact delegates this power of attorney, it will be understood that it reserves the authority granted to exercise the same whenever it may deem advisable, without prejudice to the delegation, except when it may expressly state that it does not reserve such authority.

The temporary or definitive absence of the attorney-in-fact from the Republic of Ecuador shall not terminate the delegations herein that it may have granted.

5) This power-of-attorney may be terminated at will by the undersigned Company, or for resignation of the attorney-in-fact and in all other cases provided for by law.

Goodyear International Corporation

By



Thomas A. Connell
Vice President and Controller

Attest



Assistant Secretary



0000050

[Sello:]

Urrainna Wilson.

Residente en el Condado de Summit.

Notario Público del Estado de Ohio.

Mi comisión expira el 20/10/10.

[Consta el sello notarial en relieve del Estado de Ohio.]

ESTADO DE OHIO)
Condado de Summit)

Yo, DIANA ZALESKI, Escribiente del Tribunal de Primera Instancia del Condado de Summit, Ohio, y del Tribunal de Segunda Instancia, los cuales son tribunales de registro de dicho condado, teniendo por ley un sello, CERTIFICO, EN ESTE ACTO, que URRAINNA M. WILSON, cuyo nombre está suscrito al certificado de certificación, prueba o declaración jurada adjunta, era, en el momento de dicha certificación, prueba o declaración jurada, Notario Público de dicho Condado, estando debidamente habilitado, jurado y residente en dicho condado, y era un oficial público de dicho estado, debidamente autorizado por sus leyes a tomar y certificar dichos documentos, así como a tomar y certificar la comprobación y certificación de escrituras y otros instrumentos por escrito que se deban registrar en dicho estado, y que se debe dar total fe y crédito a sus actos oficiales; certifico, aun, que estoy bien familiarizado con la caligrafía de dicho Notario Público y que creo vehemente que la firma que figura en el certificado adjunto es verdadera.

Las leyes del Estado de Ohio no exigen que la impresión del sello notarial se archive en el Gabinete del Escribiente.

EN TESTIMONIO DE ELLO, puse mi firma y sello oficial en este instrumento, el día 21 de noviembre de 2006.

Firmado: [firma parcialmente legible]

Nombre: Diana Zaleski

Cargo: Escribiente de Tribunales

LIL. SC-19.

[Consta el sello en relieve de dicho Tribunal.]



PODER GENERAL

FECHA: 21 de noviembre de 2006

La compañía Goodyear International Corporation en adelante llamada "la Compañía", representada por Thomas A. Connell en su calidad de Vice-Presidente y Contralor por medio del presente instrumento designa, constituye y nombra a John Jairo Ospina Diaz como mandatario de la Compañía a quien autoriza y faculta a realizar en nombre y representación de la Compañía, lo siguiente:

- 1) Realizar, a nombre y en representación de la Compañía, todos los actos y procedimientos jurídicos que deban celebrarse y surtir efecto dentro del territorio del Ecuador, y especialmente contestar demandas y cumplir con las obligaciones respectivas.
- 2) Celebrar contratos y ejercer todas las facultades que se otorgan a los procuradores de conformidad con el Artículo 48 del Código de Procedimiento Civil en el Ecuador, incluyendo entre otras, la facultad para presentar y contestar demandas, presentar pruebas y objetarlas, oponerse a reconveniciones, reclamos, sentencias o adjudicaciones, comprometer el pleito en árbitros, absolver posiciones y deferir al juramento decisorio, recibir la cosa sobre la cual versa el litigio y tomar posesión de ella, recibir pagos y otorgar recibos por ellos. Estas facultades pueden ejercerlas antes cualquier corte, tribunal o autoridad administrativa.
- 3) Presentar, ofrecer, solicitar, reconocer, entregar, legalizar y otorgar ante notario 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 Republica del Ecuador.
- 4) El mandatario esta autorizado a delegar este poder en su totalidad o en parte a una o más personas. Cuando el mandatario delegare este poder, se entenderá que se reserva la autoridad que se le otorga para su ejercicio cuando el lo considere aconsejable, sin perjuicio de la delegación, salvo cuando expresamente indique que no se reserva dicha facultad.

La ausencia temporal o definitiva del mandatario del país no dará por terminada la delegación del poder que hubiera otorgado el mandante de conformidad con este instrumento.

- 5) Este poder podrá terminar por voluntad del mandante o renuncia del mandatario y en los demás casos previstos en la ley y de conformidad con lo que ésta dispone.

Goodyear International Corporation

Por firma ilegible
Thomas A. Connell
Vice-Presidente y Contralor

Dar Fe firma ilegible
Secretario Suplente

where appropriate, the capacity in which that official
the document bears. This certification does not imply that the
contents of the document(s) are correct, nor that the
approval of this office.

Translator's Certification / Certificación del Traductor

I, Jose Oxholm-Urbe, certify that I speak Spanish and English and I certify that this document in Spanish is an accurate translation of the original version in English.

Yo, Jose Oxholm-Urbe, certifico que hablo español e inglés y certifico que este documento en español es una traducción fiel de la versión original en inglés.

José M. Oxholm-Urbe
Jose Oxholm-Urbe

José Oxholm-Urbe
Diretor Jurídico
América Latina



and where appropriate, the capacity in which that official the document bears. This certification does not imply that the contents of the document(s) are correct, nor the approval of this office.

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by DIANA ZALESKI

3. acting in the capacity of Clerk of Court of Common Pleas

4. bears the seal/stamp of Court of Common Pleas, Summit County

CERTIFIED

5. at Columbus, Ohio

6. January 11, 2007

7. by the Secretary of State of Ohio.

8. No. 265270

9. Seal/Stamp:

10. Signature:



A handwritten signature in cursive script, reading "Jennifer Brunner".

Jennifer Brunner
Secretary of State of Ohio

This certification certifies only the authenticity of the signature of the official who signed the document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification does not imply that the contents of the document(s) are correct, nor that they have the approval of this office.

2007

THE STATE OF OHIO
County of Summit

I, DIANA ZALESKI, Clerk of the Court of Common Pleas of Summit County, Ohio, and the Court of Appeals, the same being the courts of record of the aforesaid County, having by a law a seal, do hereby certify that

URRAINNA M WILSON

whose name is subscribed to the attached certificate of acknowledgment, proof or affidavit, was at the time of taking such acknowledgment, proof or affidavit, a Notary Public duly commissioned and sworn and residing in said county, and was as such an officer of said state, duly authorized by the laws thereof to take and certify the same, as well as to take and certify the proof and acknowledgment of deeds and other instruments in writing to be recorded in said state, and that full faith and credit are and ought to be given to his official acts; and I further certify that I am well acquainted with his handwriting, and verily believe that the signature to the attached certificate is his genuine signature.

The laws of the State of Ohio do not require an impression of the Notarial Seal to be on file in the Clerk's Office.

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

5th day of January A.D. 2007

Diana Zaleski
DIANA ZALESKI, Clerk of Courts

LIL. SC-19

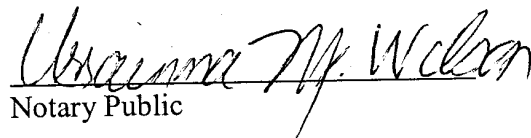
...nor that they have the



STATE OF OHIO)
) SS
COUNTY OF SUMMIT)

Before me, a Notary Public in and for said County and State, personally appeared Jose Oxholm-Urbe to me known and the person who signed the attached Translator's Certification and did acknowledge that the signing thereof was his free act and deed,

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Akron, Ohio, U.S.A. this 5th day of January, 2007.


Notary Public

My Commission Expires:
Urrainna Wilson
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 10/20/10

RAZON DE PROTOCOLIZACION: A petición del Doctor Diego Pérez Ordóñez con matrícula número cuatro mil seiscientos ochenta del Colegio de Abogados de Pichincha, en esta fecha y en diez (10) fojas útiles, protocolizo en el Registro de Escrituras Públicas de la Notaría Vigésimo Cuarta a mí cargo, el Poder General otorgado por la compañía extranjera GOODYEAR INTERNATIONAL CORPORATION a favor de JOHN JAIRO OSPINA DIAZ, que antecede, Quito, a catorce de febrero del dos mil siete.- El Notario (firmado) Dr. Sebastián Valdivieso Cueva, Notario Vigésimo Cuarto del cantón Quito, hay un sello.-

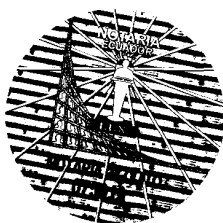
Se protocolizó ante mí y en fe de ello confiero esta TERCERA COPIA CERTIFICADA, debidamente sellada y firmada en Quito, a catorce de febrero del dos mil siete.-



Dr. Sebastián Valdivieso Cueva.
NOTARIO VIGESIMO CUARTO
QUITO

RAZON: En cumplimiento a lo dispuesto por el Doctor José Aníbal Córdova Calderón, Intendente de compañías de Quito, según Resolución Número 07.Q.IJ.0964, de fecha seis de marzo del dos mil siete, se toma nota del contenido de la misma, al margen de las Protocolizaciones (2) y de la escritura pública de Declaración Juramentada, otorgada por el señor John Jairo Ospina Díaz, documentos exigidos previo al establecimiento de la sucursal en el Ecuador de la compañía extranjera GOODYEAR INTERNATIONAL CORPORATION, de nacionalidad Estadounidense, celebradas en esta Notaria el catorce de febrero y el veinte y ocho de febrero del dos mil, respectivamente, mediante la cual se califican de suficientes los documentos entregados y se autoriza el establecimiento de la mencionada sucursal.- Quito, nueve de marzo del dos mil siete.-

hmit
Dr. Sebastián Valdivieso Cueva
NOTARIO VIGESIMO CUARTO
QUITO





0000055

REGISTRO MERCANTIL
DEL CANTON QUITO



ZON: Con esta fecha queda inscrito el presente Documento y la Resolución número **07.Q.IJ. CERO NOVECIENTOS SESENTA Y CUATRO** del **SR. INTENDENTE DE COMPAÑÍAS DE QUITO** de 06 de marzo del 2.007, bajo el número **707** del Registro Mercantil, Tomo **138**.- Quedan archivadas las **SEGUNDAS COPIAS** Certificadas de las Protocolizaciones; y, Escritura Publica que contienen los documentos referentes al **ESTABLECIMIENTO DE LA SUCURSAL EN EL ECUADOR** de la Compañía Extranjera "**GOODYEAR INTERNATIONAL CORPORATION**"; y, la calificación del **PODER** otorgado a través del Directorio a favor del **SR. JOHN JAIRO OSPINA DÍAZ**, efectuadas el 14 de febrero de 2007 (2); y, Escritura Publica de 28 de febrero de 2.007, respectivamente, ante el Notario **VIGÉSIMO CUARTO** del Distrito Metropolitano de Quito, **DR. SEBASTIÁN VALDIVIESO CUEVA**.- Se da así cumplimiento a lo dispuesto en el **ARTICULO SEGUNDO, literal b)** de la citada **RESOLUCIÓN** de conformidad a lo establecido en el Decreto 733 de 22 de agosto de 1975, publicado en el Registro Oficial 878 de 29 de agosto del mismo año.- Se fijó un extracto para conservarlo por seis meses, según lo ordena la Ley, signado con el número **418**.- Se anotó en el Repertorio bajo el número **12037**.- Quito, a nueve de marzo del año dos mil siete.- **EL REGISTRADOR**.


DR. RAÚL GAYBOR SECAIRA
REGISTRADOR MERCANTIL
DEL CANTÓN QUITO.-



RG/lg.-