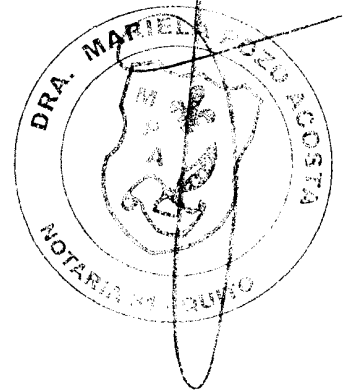


Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: **United States of America**
This public document
2. has been signed by **Nancy T. Sunshine**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **Kings**

Certified

5. At New York, New York
6. the 25th day of February 2013
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-205346A
9. Seal/Stamp
10. Signature



Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State

**STATE OF NEW YORK
COUNTY OF KINGS
COUNTY CLERK'S OFFICE**

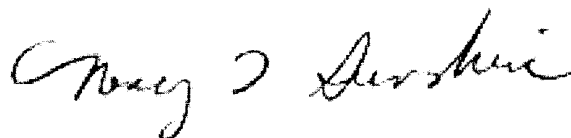
SS:

I, NANCY T. SUNSHINE, County Clerk of the County of Kings, State of New York and also Clerk of the Supreme Court in and for said County and State, the same being a Court of Record and having a seal;

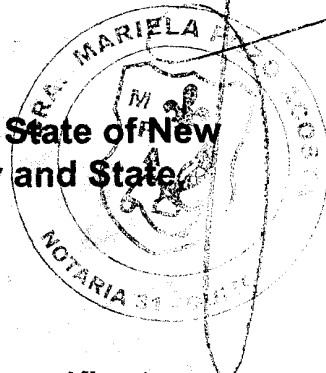
**DO HEREBY CERTIFY THAT PETROOK, ANA 01PE6251164
Term 11/14/2011 to 11/14/2015**

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 and sworn and qualified to act as such throughout the State of New York; that pursuant to law a commission, or a certificate of their official character, and autograph signature, have been filed in my office; that as such the Notary Public was duly authorized by the laws of the State of New York to administer oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well acquainted with the handwriting of such Notary Public or have compared the signature on the annexed instrument with their autograph signature deposited in my office,

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal at BROOKLYN, KINGS COUNTY, NEW YORK on February 25, 2013



**NANCY T. SUNSHINE
KINGS COUNTY CLERK**



PODER ESPECIAL

Yo, Peter Cooper Pinchot, de nacionalidad estadounidense, identificado con pasaporte de los Estados Unidos de América No. 488697673, en mi calidad de representante legal de la compañía ECOMADERA FOREST CONSERVATION LLC, en lo sucesivo denominada la "Compañía" declaro

La Compañía es accionista de la compañía ecuatoriana de nombre VERDECANANDE S.A. Para los efectos legales previstos en la Ley de Sociedades Anónimas de Ecuador, la Compañía otorga el presente poder especial a PH REPRESENTACIONES CIA. LTDA, empresa ecuatoriana domiciliada en la ciudad de Quito, en lo sucesivo denominada como la "Apoderada", para llevar a cabo lo siguiente:

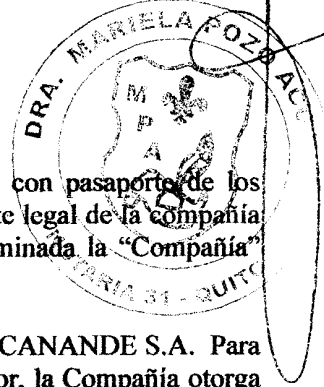
- a) Actuar como apoderada de la compañía, de conformidad con lo estipulado el Artículo 6 de la Ley de Sociedades Anónimas de Ecuador.
- b) Responder a las demandas y cumplir con las obligaciones que la empresa adquiera en la República de Ecuador.

Este Poder es otorgado en la ciudad de Nueva York. Se otorga por un periodo indeterminado o hasta que la compañía, a su entera discreción, lo revoque. De conformidad con el último párrafo del Artículo 6 de la Ley de Sociedades Anónimas de Ecuador, la apoderada no será responsable del cumplimiento de las obligaciones de la Compañía.

Atentamente

Firma) FIRMADO
Representante Legal
ECOMADERA FOREST CONSERVATION LLC

Fecha 21 de febrero, 2013.



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Email: info@latinexus.org

CERTIFICATION OF TRANSLATION

Pursuant to US Federal Regulation [59 FR 1900, Jan. 13, 1994] regarding translation of documents I Sandra Quintero-Sanford, do hereby certify that I am competent to translate this document and that this translation is true and accurate to the best of my knowledge and belief.

No inference or determination regarding the validity of the source document or its content is made.

I have respected the original format to the best understanding of who may use this translation.

Translator's signature: Sandra Quintero-Sanford

CERTIFICACIÓN DE TRADUCCIÓN

De acuerdo a la regulación Federal de Estados Unidos [59 FR 1900, Enero 13, 1994] acerca de la traducción de documentos, Yo, Sandra Quintero-Sanford, certifico que soy competente para traducir este documento y que esta traducción es verdadera y exacta, de acuerdo a lo mejor de mis conocimientos y creencias. No se hace ninguna inferencia o validación del documento, de su fuente o de su contenido. He respetado el formato original para la mejor comprensión de quién puede utilizar esta traducción.

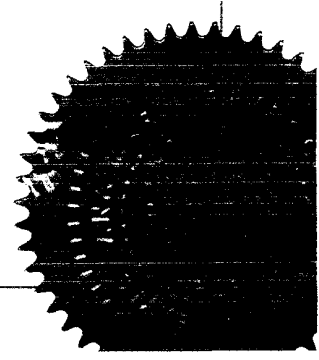
State of New York
County of New York

Subscribed to before me this 21st day of February 2013

Ana Maria Petrook

NOTARY PUBLIC

ANA MARIA PETROOK
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PE6251164
Qualified in Kings County
Certificate Filed in New York County
My Commission Expires November 14, 2015



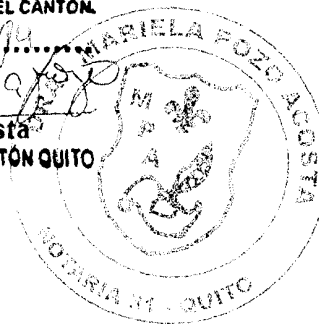
RAZON.- DE ACUERDO CON EL NUMERAL CINCO
DEL ARTICULO DIECIOCHO DE LA LEY NOTARIAL,
DOY FE QUE LA COPIA(S) QUE ANTECEDE(N)
CONSTANTE(S) DE..... FOJA(S) ÚTIL (ES)
ES (SON) IGUAL(ES) AL DOCUMENTO PRESENTADO
ANTE LA NOTARIA TRIGESIMA PRIMERA DEL CANTÓN

QUITO.....

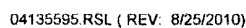
LA NOTARIA

Dña. Mariela Pozo Acosta

NOTARIA TRIGESIMA PRIMERA DEL CANTÓN QUITO



(Convention de La Haye du 5 Octobre 1961)

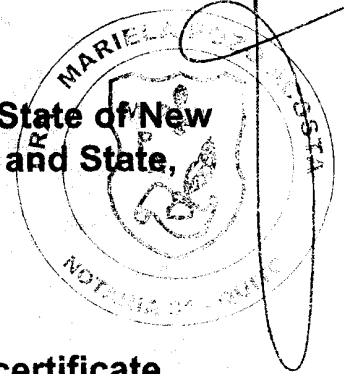


**STATE OF NEW YORK
COUNTY OF KINGS
COUNTY CLERK'S OFFICE**

SS:

I, NANCY T. SUNSHINE, County Clerk of the County of Kings, State of New York and also Clerk of the Supreme Court in and for said County and State, the same being a Court of Record and having a seal;

**DO HEREBY CERTIFY THAT PETROOK, ANA 01PE6251164
Term 11/14/2011 to 11/14/2015**



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 and sworn and qualified to act as such throughout the State of New York; that pursuant to law a commission, or a certificate of their official character, and autograph signature, have been filed in my office; that as such the Notary Public was duly authorized by the laws of the State of New York to administer oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well acquainted with the handwriting of such Notary Public or have compared the signature on the annexed instrument with their autograph signature deposited in my office,

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal at BROOKLYN, KINGS COUNTY, NEW YORK on February 25, 2013

A handwritten signature in cursive script that reads "Nancy T. Sunshine".

**NANCY T. SUNSHINE
KINGS COUNTY CLERK**

SPECIAL POWER OF ATTORNEY

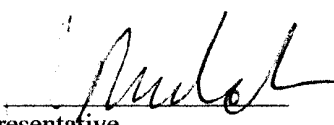
I, Peter Cooper Pinchot, a United States of America national, holder of Passport Identification No. 488697673, hereby appear in my capacity as the legal representative of the company ECOMADERA FOREST CONSERVATION LLC hereinafter referred to as the "Company."

The Company is a shareholder in the Ecuadorian company known as VERDECANANDE S.A. For the legal purposes stipulated in Ecuador's Companies Law, the Company grants this special power of attorney to PH REPRESENTACIONES CIA. LTDA, an Ecuadorian Company R.U.C. 1791198778001; domiciled in Quito; hereafter referred to as the "Attorney-in-Fact" to perform the following:

- a) Act as the Company's attorney-in-fact in accordance with what is stipulated in Article 6 of Ecuador's current Companies Law.
- b) Answer lawsuits and comply with the obligations that the Company acquires in the Republic of Ecuador.

This Power of Attorney is granted in the city of New York. It is issued for an indeterminate duration until the Company, at its sole discretion, revokes it. In accordance with the last paragraph of Article 6 of the Companies Law, the Attorney-in-Fact shall not be responsible for compliance with the Company's obligations.

Sincerely,

Signature) 

Legal Representative

ECOMADERA FOREST CONSERVATION LLC

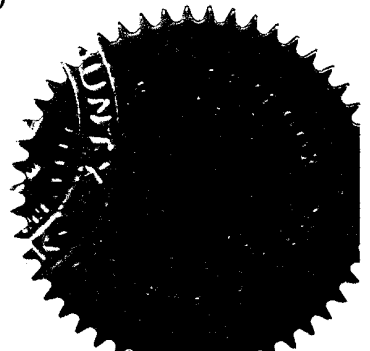
Date February, 21 2013

State of New York
County of New York

Sworn to before me this 21st of February, 2013



ANA MARIA PETROOK
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PE6251164
Qualified in Kings County
Certificate Filed in New York County
My Commission Expires November 14, 2018



RAZON, DE ACUERDO CON EL NUMERAL CINCO
DEL ARTICULO DIECIOCHO DE LA LEY NOTARIAL,
DOY FE QUE LA COPIA(S) QUE ANTECEDE(N)
CONSTANTE(S) DE..... FOJA(S) UTIL (ES)
ES (SON) IGUAL(ES) AL DOCUMENTO PRESENTADO
ANTE LA NOTARIA TRIGESIMO PRIMERA DEL CANTON

QUITO, 25 de Enero de 2014.....
LA NOTARIA

Dra. Mariela Pozo Acosta

NOTARIA TRIGESIMA PRIMERA DEL CANTON QUITO

