

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 14th day of July 2009
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-10691580A
9. Seal/Stamp
10. Signature



James Bizzarri

James Bizzarri
Special Deputy Secretary of State

04135595.RSL (REV. 2/6/96)



**OFFICER'S CERTIFICATE
OF
GMLAAM HOLDINGS, LLC**

The undersigned officer of GM LAAM Holdings, LLC, a Delaware limited liability company (the "Company"), hereby certifies in his/her capacity as Vice President of the Company that:

1. Attached hereto as **Exhibit A** is a true, correct and complete copy of the Certificate of Good Standing of the Company.

2. Attached hereto as **Exhibit B** is a true, correct and complete list of the shareholders of the Company stating the name, nationality, and address of each shareholder.

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Officer's Certificate on behalf of the Company this 10th day of July, 2009.

By: _____

Name: _____

Title: _____

[Signature]
Adriana Mistry
Vice President



EXHIBIT A

CERTIFICATE OF GOOD STANDING

See Attached



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GM LAAM HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3686008 8300

090655694

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7388784

DATE: 06-29-09



EXHIBIT B

SHAREHOLDERS

GM LAAM Holdings LLC is 100% owned by General Motors Asia Pacific Holdings, LLC, a Delaware limited liability company, which is located at 300 Renaissance Center, Detroit, Michigan 48265-3000, United States of America.

1777010

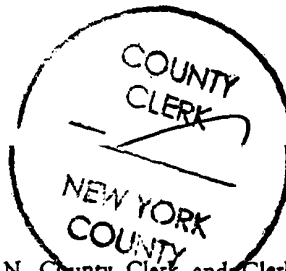


CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York

COUNTY OF New York ^{SS.:}

On this 10th day of July 2009, before me personally came Adell Mistry, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he/she is the VICEL PRESIDENT of GM LAAM Holdings, LLC, and that he/she executed the foregoing instrument in the firm name of GM LAAM Holdings, LLC and that he/she had authority to sign the same, and he/she acknowledged to me that he/she executed the same as the act and deed of said firms for the uses and purposes therein mentioned.



State of New York }
County of New York, } ss.:

719049 Form

My Commis

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

John Ellsworth

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

JUL 1 / 2009

FEE PAID \$3.00

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



NOTARIA VIGESIMA CUARTA DEL CANTON QUITO.
De acuerdo con la facultad prevista en el numeral 5
del Art. 18 de la Ley Notarial, doy fe que las copias
que en - 6 - fojas anteceden son iguales a
los documentos presentados ante mi.

Quito, 13 ENE 2011

Dr. SEBASTIAN VALDIVIESO CUEVA
NOTARIO

