

TORTOLA

VIRGIN ISLANDS

I, **Charles Kerins, Notary Public** by the authority of the Chief Justice of the Eastern Caribbean Supreme Court, duly admitted and sworn, practicing in the British Virgin Islands, do hereby certify that the attached is:

- the original Certificate of Incorporation and its Spanish translation;
- the original Appointment of First Directors and its Spanish translation;
- the original Certificate of Good Standing and its Spanish translation; and
- the original Memorandum and Articles of Association and its Spanish translation;

for **HOLDING GRUPO TV CABLE S.A.**, a BVI Business Company incorporated in the British Virgin Islands on the 24th day of November, 2008 as BC No. 1511446.

Dated this 2nd day of December, 2008.

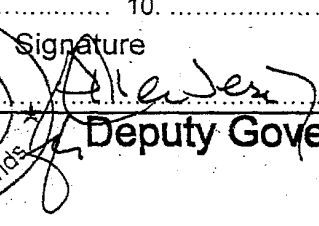

Charles Kerins - NOTARY PUBLIC

125 Main Street
P.O. Box 144
Road Town, Tortola
British Virgin Islands

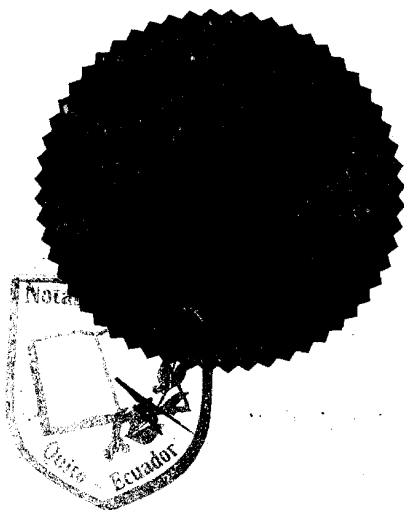


APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: British Virgin Islands
- This public document
1. has been signed by: Charles Kerins
2. acting in the capacity of: Notary Public
3. Bears the seal/stamp of: Charles Kerins
5. at: Road Town
6. the: 2nd Dec 2008
7. by: **Deputy Governor**
8. No.: 890208
9. Seal/Stamp of: 
10. Signature: 

Deputy Governor



Dr. Oswaldo Mejía Espinosa



REGISTRY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004



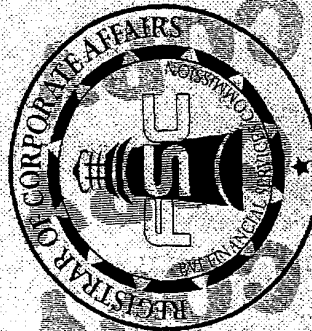
CERTIFICATE OF INCORPORATION
(SECTION 7)

The REGISTRAR of CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES, that pursuant to the BVI Business Companies Act, 2004, all the requirements of the Act in respect of incorporation having been complied with,

HOLDING GRUPO TV CABLE S.A.

BVI COMPANY NUMBER: 1511446

is incorporated in the BRITISH VIRGIN ISLANDS as a BVI BUSINESS COMPANY, this 24th day of November, 2008.



A handwritten signature in black ink, likely of the Registrar of Corporate Affairs.

for REGISTRAR OF CORPORATE AFFAIRS
24th day of November, 2008

TRADUCCIÓN

**TERRITORIO DE LAS ISLAS VÍRGENES BRITÁNICAS
LEY DE COMPAÑÍAS DE NEGOCIOS DE BVI, 2004**

**CERTIFICADO DE INCORPORACIÓN
(SECCIÓN 7)**

El Registrador de Asuntos Corporativos de las Islas Vírgenes Británicas, POR ESTE MEDIO CERTIFICA, conforme a la Ley de Compañías de Negocios de BVI, 2004 que habiendo sido satisfechos todos los requisitos de la Ley respecto a la incorporación,

**HOLDING GRUPO TV CABLE S.A.
COMPAÑÍA DE BVI NÚMERO: 1511446**

ha sido incorporada en las ISLAS VÍRGENES BRITÁNICAS como una COMPAÑÍA DE NEGOCIOS DE BVI, este 24 de noviembre de 2008.

(fdo.) (ilegible)

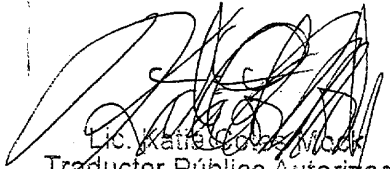
REGISTRADOR AUXILIAR DE
ASUNTOS CORPORATIVOS

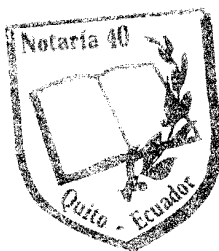
24 de Noviembre de 2008

**LO ANTERIOR ES TRADUCCIÓN FIEL Y COMPLETA DE SU ORIGINAL
EN IDIOMA INGLÉS. PANAMÁ, 24 DE NOVIEMBRE DE 2008.**



Dr. Oswaldo Mejía Espinosa


Lic. Karla Gómez Mook
Traductor Público Autorizado
Resolución No. 521-IP-75
del 25/10/96



Dr. Oswaldo Mejía Espinosa

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista. 5

Quito.

~~DR. OSWALDO MEJIA ESPINOSA~~
~~NOTARIO CUADAGESIMO DEL CANTON MOTA~~