

En la ciudad de Austin, a los 5 días del mes de abril del 2014, la señora Roseanne Giordani, a nombre y en representación de GOOD LIFE, LLC manifiesta:

In the city of Austin, on April 5th of 2014, Roseanne Giordani, on behalf and representing GOOD LIFE, LLC declares:

ESCANEAR

PRIMERA.- COMPARECIENTES.-

Comparece la señora Reseanne Giordani, en su calidad de Administradora de The Office, LLC, que a su vez es Administradora y como tal, representante legal de GOOD LIFE, LLC, legalmente constituida bajo las leyes de Alaska, a la que en adelante se la denominará simplemente "LA MANDANTE", quien en forma libre y voluntaria a través del presente otorga poder a favor de TAROMEROCK S.A., compañía de nacionalidad ecuatoriana, a la que en adelante se la podrá denominar simplemente "MANDATARIA", para que a través de sus representantes legales, de forma individual o conjunta, represente a la MANDANTE en la República del Ecuador.

FIRST.- APPEARERS.-

Roseanne Giordani, in her individual capacity as the manager of The Office, LLC, an Alaska Limited liability, manager of GOOD LIFE, LLC, appears as manager and as legal representative of GOOD LIFE, LLC, legally formed under the laws of Alaska, which hereinafter will be simply called the "PRINCIPAL", who freely and by his own will through the present hereby grants a Proxy on behalf of TAROMEROCK S.A., an Ecuadorian company, which hereinafter will be simply called "REPRESENTATIVE", for acting jointly or individually by its legal representatives, represent the PRINCIPAL in the Republic of Ecuador.

SEGUNDA.- AMBITO DEL MANDATO.-

La MANDATARIA está facultad para representar a la MANDANTE en todos los actos y contratos que se deriven de la calidad de accionista de compañías de nacionalidad ecuatoriana, en las cuales la MANDANTE posee acciones. Para el cumplimiento de este encargo podrán realizar todos los actos necesarios para ejercer los derechos y cumplir con las obligaciones que le correspondan a la MANDANTE en su calidad de accionista, en especial: suscribir certificados provisionales y títulos de acciones; comparecer a las Juntas Generales de Accionistas; presentar peticiones al Superintendente de Compañías; presentar la información a la que esté obligada según la legislación ecuatoriana, en calidad de accionista; registrar las inversiones que realice la MANDANTE en el Banco Central del Ecuador, entre otras.

SECOND.- SCOPE OF THE PRINCIPAL.-

The REPRESENTATIVE has the capacity of representing the PRINCIPAL within all the acts and contracts derived from their capacity of shareholder of Ecuadorian companies in which the PRINCIPAL has shares. For the fulfillment of this task, the REPRESENTATIVE will be able to carry out the necessary acts for executing the all the rights and fulfill with the obligations that correspond to the PRINCIPAL as shareholder, specially: subscribe shares; appear before the General Shareholders Boards; file petitions to the Superintendent of Companies; present the information which they are obliged to according to the Ecuadorian laws, and as shareholders; register investments made by the PRINCIPAL in the Central Bank of Ecuador and others.

La MANDATARIA tienen la atribución de contestar demandas e intervenir judicial y extrajudicialmente para defender los derechos e intereses de la MANDANTE; realizar y celebrar a nombre de la MANDANTE, todos los actos y contratos que se requieran ante las entidades y/o autoridades competentes, judiciales, administrativas, públicas, semipúblicas o privadas del Ecuador.

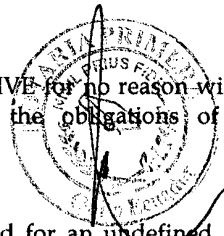
The REPRESENTATIVE have the obligation of answering claims and intervening judicial and extra judicially for defending the rights and interests of the PRINCIPAL, in which case a lawyer can be hired; carry out and enter on behalf of the PRINCIPAL, all the acts and contracts required before the entities and/or competent, judicial, administrative, public, semi public or private authorities of Ecuador.

En general, la MANDATARIA podrá hacer, a nombre de la MANDANTE, todo aquello que sea necesario para cumplir a cabalidad con el mandato conferido y para proteger los derechos e intereses de la MANDANTE, por lo que ninguna entidad y/o autoridad pública o privada del Ecuador podrá alegar insuficiencia de poder. La MANDATARIA por ningún motivo será

In general, the REPRESENTATIVE will be able to carry out, on behalf of the PRINCIPAL, everything that is necessary for fulfilling the granted mandate and for protecting the rights and interests of the PRINCIPAL, for which no public nor private authority of Ecuador could allege insufficiency of

personalmente responsable de las obligaciones de la MANDANTE.

proxy. The REPRESENTATIVE for no reason will be personally responsible for the obligations of the PRINCIPAL.



TERCERA.- DURACION.-

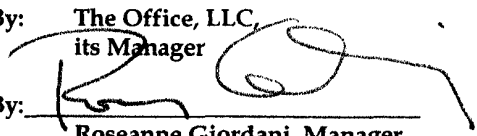
El presente poder se confiere por tiempo indefinido y tendrá validez hasta que sea legalmente revocado.

THIRD.-TERM.-

The present Proxy is granted for an undefined time and will be valid until it is legally revoked.

GOOD LIFE, LLC

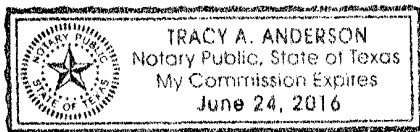
By: **The Office, LLC,**
its Manager

By: 
Roseanne Giordani, Manager

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared ROSEANNE GIORDANI, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed, and in the capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 5th day of May, 2014.




Notary Public in and for the State of Texas



The State of Texas
Secretary of State



Requested for use in ECUADOR

Not for use within the United States of America

This Apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued.

Certificate Validation available at www.sos.state.tx.us

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- | | |
|---------------------------------------|--|
| 1. Country | United States of America |
| This public document | |
| 2. has been signed by | TRACY A ANDERSON |
| 3. acting in the capacity of | Notary Public, State of Texas |
| 4. and bears the seal/stamp of | TRACY A ANDERSON,
Notary Public, State of Texas,
Commission Expires: 06-24-16 |

CERTIFIED

- | | |
|--|---------------------------|
| 5. at Austin, Texas | 6. on May 21, 2014 |
| 7. by the Secretary of State of Texas | |
| 8. Certificate No. 10102993 | |
| 9. Seal | 10. Signature: |



NANDITA BERRY

**Nandita Berry
Secretary of State**

GF/eg

EL ESTADO DE TEXAS
SECRETARIA DE ESTADO

Solicitado para su uso en ECUADOR.
No para uso dentro de los Estados Unidos de América
Esta Apostilla sólo certifica la firma, la calidad del firmante y sello o timbre
que lleva. No certifica el contenido del documento para el que se expidió.
Validación de certificados disponibles en www.sos.state.tx.us

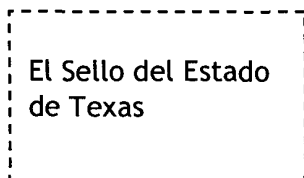
APOSTILLA

(Convención de La Haya de 5 de octubre de 1961)

1. País	Estados Unidos de América
Este documento público	
2. ha sido firmado por	Tracy Anderson
3. actuando en la capacidad de	Notario público, Estado de Texas
4. y lleva el sello / timbre de Público,	Tracy Anderson, Notario Estado de Texas, Comisión Expira: 06/24/16

CERTIFICADO

5. en Austin, Texas	6. El 21 de mayo 2014
7. Por el Secretario de Estado de Texas	
8. Certificado No. 10102993	
9. Sello de El Estado de Texas	10. Firma:



Nandita Berry
Secretaria de Estado

GF/eg


Jaime Gallardo Ron
C.C.1700219882
TRADUCTOR