

OTORRADA POR EXLOG S.A.
A FAVOR DE: SRES. GILBER
CARRASCO Y/O GL
ENN HONSTEIN
CUANTIA INDETERMINADA
QUITO, 14 DE MAYO DE 1997
UNITED STATES OF AMERICA
DEPARTMENT OF STATE
To all to whom these presents
shall come, I, Madeline
K. Albright, Secretary of State,
do hereby certify that the document
hereto annexed is under the
Seal of the State of Texas.
In testimony whereof, I, Madeline
K. Albright, Secretary of State,
have hereunto caused the
seal of the Department of State
to be affixed and my name subscribed
by the Authentication Officer
of the said Department, at
the city of Washington, in the
District of Columbia, this twenty-
eighth day of April, 1997.
Secretary of State
by Assistant Authentication Officer,
Department of State
FOR THE CONTENTS OF THE
ANNEXED DOCUMENT, THE
DEPARTMENT ASSUMES NO
RESPONSIBILITY
This certificate is not valid if it is
removed or altered in any way
whatsoever
THE STATE OF TEXAS
Secretary of State
I, ANTONIO O. GARZA JR., Secretary
of State of the State of Texas,
DO HEREBY CERTIFY
that according to the records of
this office.
KELLY J. CONSIDINE
qualified as a Notary Public for
the State of Texas on July
24, 1993, for a term ending on
July 24, 1997.
Date Issued: April 22, 1997
Antonio O. Garza, Jr.
Secretary of State
POWER OF ATTORNEY
KNOW ALL MEN BY THESE
PRESENTS:
That, EXLOG S.A. a corporation
duly organized and existing under
the laws of Nevada (the
"Corporation"), has adopted
each of the following resolutions
and by this Power of Attorney
hereby appoints Gilber Carrasco
and Glenn Honstein (hereinafter
called the Attorneys) the true
and lawful attorneys of its
branch office known as EXLOG
S.A. in Ecuador (the Branch) to
do or execute any of the acts
and things hereinafter mentioned.

which are going to have an effect
in Ecuadorian territory, and
especially to answer all kinds of
claims or demands and to complete
all the obligations required.
2.- To sign cheques and bank
warranties (as one of two required
singatories) jointly drawn on the
Branch's account for the purpose
of the business of the Branch
in an amount up to \$25,000 in U.S. Dollars, and
endorse on behalf of the Branch
for deposit into the Branch's account
any cheques, drafts, or other
negotiable instrument. Cheques
which are in excess of \$25,000, in U.S. Dollars, but
lower than US \$100,000, require
the approval of the Region Manager.
If the check exceeds US \$100,000, approval is required
by a Vice President and/or a Financial
Manager in the Houston office.
3.- To demand, sue or enforce
payment of and receive and give
effectual receipts and discharges
for all monies, debts, goods,
chattels and personal estate of
or to which the oration is now or
may hereafter become possessed
or entitled or which are or
may become due, owing, payable
or transmissible to the Branch
in or by any right, title, ways or
means howsoever from any
person or persons or entity.
4.- To submit to arbitration any
accounts or debts owing to the
Branch or claims or demands by
the Branch or any disputes concerning
any such account, debt,
claim or demand which may hereafter
arise between the Branch and
any person or persons or entity.
5.- To commence, prosecute, enforce,
defend, answer or oppose
all actions and other legal proceedings
and demands touching any of the
matters aforesaid or any other matters
in which the Branch is or may hereafter
be interested or concerned.
6.- To represent the Branch before
all governmental or regulatory
authorities, departments, agencies
and bodies and to make all declarations,
affidavits and statements, and sign all
documents required by any of the
foregoing or necessary in connection
with any matters relating thereto.
PROVIDED HOWEVER, such
Power of Attorney shall not in-

which are going to have an effect
in Ecuadorian territory, and
especially to answer all kinds of
claims or demands and to complete
all the obligations required.

Corporation has caused this Power
of Attorney to be signed by

Antonio O. Garza Jr.
Secretary of State

(en adelante llamados "Los Apoderados") como los verdaderos

la aprobación de Gerente Regional. Si los cheques exceden de

y hacer declaraciones, certificarlos e informes y a firmar todos.

REPUBLICA DEL ECUADOR
SUPERINTENDENCIA DE COMPAÑÍAS

EXTRACTO

**DE LA ESCRITURA PUBLICA DE CAMBIO DE
DENOMINACION DE LA COMPAÑIA MOBILTELCOMM S.A.
POR EL DE ALAMOROSAS S.A., AUMENTO DE CAPITAL,
REFORMA Y CODIFICACION DE
ESTATUTOS.**

Se comunica al público que la compañía MOBILTELCOMM S.A. cambió su denominación por el de ALAMOROSAS S.A., aumentó su capital en S/95'000.000, reformó y codificó sus estatutos por escritura pública otorgada ante el Notario Primero del cantón Quito el 19 de marzo de 1997.

Fue aprobada por la Superintendencia de Compañías, mediante Resolución No. 97.1.1.1.1582 de 3 de julio de 1997 y se la inscribió en el Registro Mercantil del cantón Quito, el 23 de julio de 1997.

El capital actual de S/100'000.000 está dividido en 100.000 acciones de S/1.000 cada una. Y el Capital Autorizado de S/200'000.000.

En virtud de la referida escritura pública se reforma entre otros el siguiente artículo: "ARTICULO 12: La compañía será gobernada por la Junta General de Accionistas, órgano supremo de la Compañía y administrada por el Directorio, el Presidente y el Gerente General de la misma."

Quito, 29 de julio de 1997

Dr. Iván Salcedo Coronel
SECRETARIO GENERAL

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07 AGO 1997

REPUBLICA DEL ECUADOR
SUPERINTENDENCIA DE COMPAÑÍAS

EXTRACTO

**DE LA ESCRITURA PUBLICA DE AUMENTO DE
CAPITAL Y REFORMA DE ESTATUTOS DE LA
COMPAÑIA INTERMEDICA CIA. LTDA.**

Se comunica al público que la compañía INTERMEDICA CIA. LTDA. aumentó su capital en S/339'000.000 y reformó sus estatutos por escritura pública otorgada ante el Notario Vigésimo del cantón Quito el 21 de julio de 1997.

Fue aprobada por la Superintendencia de Compañías, mediante Resolución No. 97.1.1.1.1898 de 1 de Agosto de 1997.

El capital actual de S/369'000.000 está dividido en 369.000 participaciones de S/1.000 cada una.

Quito, 1 de agosto de 1997.

Dr. Iván Salcedo Coronel
SECRETARIO GENERAL

07 AGO 1997