

State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Esperanza Lopez

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Ninth day of January, A.D., 2018

7. by Secretary of State, State of Florida

8. No. 2018-3169

9. Seal/Stamp:



10. Signature:

Ken Detzner

Secretary of State

DSDE 99 (2/12)

POWER OF ATTORNEY

HELM HOLDINGS INTERNATIONAL INC., represented in this act by its Vice President, Mr. Mark Jeffrey Scheer (hereinafter "the Grantor"), a company organized and existing under the laws of Delaware, in the United States of America, with registered office at 999 Brickell Avenue, Suite 300, Florida 33131, United States of America, does hereby constitute and appoint Mr. José Carlos Ayala Wiets, an Ecuadorian citizen with ID number 1705318333, as the true and lawful attorney of the company, with the power and authority to act singly as hereafter described, on behalf and in the name of the Grantor:

1. To carry out any procedure or legal measures to file any written document, petition or form that may be necessary with any and all Ecuadorian government agencies and/or private entities (including but not limited to: Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Banco Central del Ecuador, Ministerio del Trabajo, Superintendencia de Compañías, Servicio de Rentas Internas, etc.) and with all Ecuadorian commercial and non-commercial organizations, especially in relation to the provision of documents which must be filled with Superintendencia de Compañías in the Republic of Ecuador, according to the provisions of the Company Laws in force in said country and Statutes of COMWARE S.A.
2. To prepare, sign and file any applications and all kind of documents, which are required to fulfill the foregoing.
3. Subject to the rights of the company to revoke this Power of Attorney at an earlier date, this Power of Attorney expires on December 31st 2018, being understood that such expiration shall not impair any action taken or agreement entered into by said Attorney prior to that date, or at the date of termination, if earlier.



Mark Jeffrey Scheer
Vice President
HELM HOLDINGS INTERNATIONAL, INC.
Miami, January 8, 2018

PODER ESPECIAL

HELM HOLDINGS INTERNATIONAL INC., representada en este acto por su Vicepresidente, Sr. Mark Jeffrey Scheer, (en adelante, el Mandante), una compañía organizada y existente bajo las leyes de Delaware, en los Estados Unidos de América, con domicilio en 999 Brickell Avenue, Suite 300, Florida 33131, Estados Unidos de América, por el presente instrumento constituye y nombra al Sr. José Carlos Ayala Wiets, ciudadano ecuatoriano, con cédula número 1705318333, como apoderado legítimo de la compañía, con poder y autoridad para actuar individualmente según lo descrito de aquí en adelante, a favor y en el nombre y representación del Mandante:

1. Para realizar cualquier trámite o diligencia y presentar cuanto escrito, documento, solicitud o formulario que pueda ser necesario ante cualquier organismo público y/o privado Ecuatoriano (incluyendo pero sin limitarse a: Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Banco Central del Ecuador, Ministerio del Trabajo, Superintendencia de Compañías, Servicio de Rentas Internas, etc.) y ante todas las organizaciones comerciales y no comerciales Ecuatorianas, específicamente en relación a la provisión de los documentos que deben ser presentados ante la Superintendencia de Compañías en la República del Ecuador, de acuerdo a las normas de la Ley de Compañías vigente en dicho país y los estatutos de COMWARE S.A.
2. Preparar, firmar y presentar cualquier solicitud y toda clase de documentos que sean requeridos para cumplir lo precedente.
3. Sujeto a los derechos de la Compañía de revocar este poder en una fecha anterior, este poder expira el 31 de diciembre de 2018, siendo entendido que tal expiración no afectará ninguna acción tomada o acuerdo celebrado por el apoderado antes de esa fecha, o a la fecha de terminación, si es anterior.



Mark Jeffrey Scheer
Vicepresidente
HELM HOLDINGS INTERNATIONAL, INC.
Miami, 8 de enero de 2018



STATE OF FLORIDA

COUNTY OF DADE

THE FOREGONS INSTRUMENT WAS
SWORN AND SUBSCRIBED BEFORE ME ON

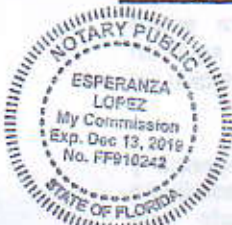
THIS January 08/2018

BY Mark Jeffrey Scheek

PERSONALLY KNOWN TO ME: OR PRODUCED IDENTIFICATION ✓

TYPE OF I.D. PRODUCED Passport # 477656130

(NOTARY SIGNATURE)



1. I, the undersigned, a duly qualified and licensed Notary Public for the State of Florida, do hereby certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

2. I further certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

3. I further certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

4. I further certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

5. I further certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

1. I, the undersigned, a duly qualified and licensed Notary Public for the State of Florida, do hereby certify that the foregoing instrument was duly executed and acknowledged before me on the date and at the place stated therein by the person or persons whose names are subscribed to the same, and that the same is a true and correct copy of the original instrument as the same appears to me.

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Mark Jeffrey Scheek
Witness
JANUARY 8, 2018

Dr. Ramiro Gonzalo Borja B.
Witness
JANUARY 8, 2018



Inicio de la traducción.....

*****PAGINA DELANTERA*****

(Una copia en blanco y negro de este documento no es oficial)



Estado de Florida

Departamento de Estado

APOSTILLA

(Convention de la Haya du 5 octubre 1961)

1. País: Estados Unidos de Norteamérica

El presente documento público:

2. ha sido firmado por: Esperanza Lopez
3. quien actúa en calidad de: Notaria Publica de Florida
4. y está revestido del sello: Notaria Publica, Estado de la Florida
/timbre de la

Certificado

5. en Tallahassee, Florida
6. a los Nueve días de Enero, D.C., del 2018
7. por el Secretario de Estado, Estado de Florida
8. No. 2018-3169
9. Sello/timbre:

10. Firma

[SELLO: Gran sello del Estado de Florida

En Dios confiamos]

[FIRMA ILEGIBLE]

Secretario de Estado

DESDE 99 (2/12

(Este documento contiene una verdadera marca de agua. Comprobar que aparezcan los términos "SEGURO y VERIFICAR PRIMERO".

(LADO IZQUIERDO: La palabra 'VOID' [nulo/anulado] aparece cuando se fotocopia)

Traducido por: Vinicio Barahona

NOTARÍA SEPTUAGÉSIMA DEL CANTÓN QUITO
CERTIFICADO: 2018-17-01-70-02
FACTURA N° 3457 752
De conformidad con lo dispuesto en el Art. 13 numeral 5 de la Ley
Notarial, doy fe CERTIFICADO que el presente documento
es FIEL COPIA DE ORIGINAL, y que obra de 1. (fojas)
útiles (es) que me ha sido presentado para este efecto y que acto
seguido doy fe al imprimido.
Quito, a 74 ENE 2018
Dr. Ramiro González Borja Borja
NOTARIO SEPTUAGÉSIMO DEL CANTÓN QUITO



Factura: 001-001-000034594

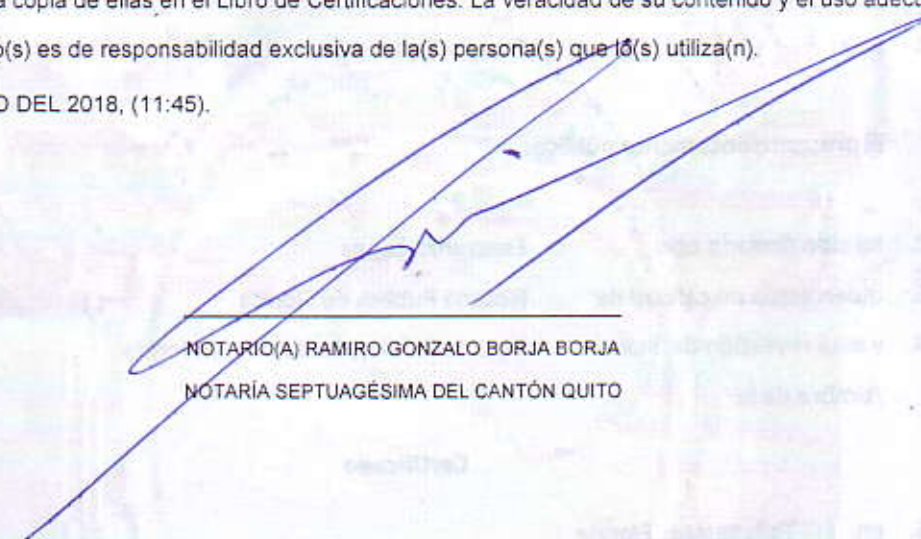


20181701070C00252

FIEL COPIA DE DOCUMENTOS EXHIBIDOS EN ORIGINAL N° 20181701070C00252

RAZÓN: De conformidad al Art. 18 numeral 5 de la Ley Notarial, doy fe que la(s) fotocopia(s) que antecede(n) es (son) igual(es) al(los) documento(s) original(es) que corresponde(n) a **CERTIFICACION DE PODER ESPECIAL Y TRADUCCIONES** y que me fue exhibido en 10 foja(s) útil(es). Una vez practicada(s) la certificación(es) se devuelve el(los) documento(s) en 10 foja(s), conservando una copia de ellas en el Libro de Certificaciones. La veracidad de su contenido y el uso adecuado del (los) documento(s) certificado(s) es de responsabilidad exclusiva de la(s) persona(s) que lo(s) utiliza(n).

QUITO, a 24 DE ENERO DEL 2018, (11:45).



NOTARIO(A) RAMIRO GONZALO BORJA BORJA
NOTARÍA SEPTUAGÉSIMA DEL CANTÓN QUITO