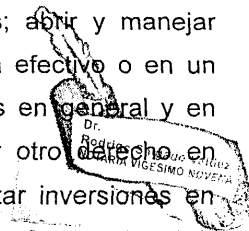


PODER ESPECIAL

POR ESTE DOCUMENTO PARA CONOCIMIENTO DE TODOS



Que el abajo firmante **LAKEFRONT INVESTMENTS LTD.**, de aquí en adelante "la Compañía", una compañía organizada y constituida bajo la Ley de Compañías comerciales del 2004 de las Islas Vírgenes Británicas, teniendo su domicilio en el Edificio Omar Hodge, Cayo Wickham's, Road Town, Tortola, Islas Vírgenes Británicas, **por medio de la presente designa al DR. RENE FRANCISCO SANCHEZ GARCÍA**, como apoderado general de la Compañía, para que actúe como tal, otorgándole, individualmente la autoridad y el poder para representar y dirigir la Compañía, en relación con los negocios que esta tenga en cualquier parte del mundo, incluyendo acciones y propiedades, siendo este poder suficiente para los asuntos principales y accesorios, otorgándole poder especial para prestar dinero con o sin garantía; cobrar dentro o fuera de juicio y recibir dineros, productos, precios (cotizaciones), cuotas, rentas, dividendos, beneficios, ingresos y propiedades que pertenezcan a la Compañía; a ingresar en cualquier tipo de transacción financiera y a contratar en nombre de la Compañía asumiendo todas las responsabilidades y obligaciones; abrir y manejar cuentas bancarias sean corrientes o de ahorros o de cualquier otro tipo sin limitaciones por tiempo fijo o indefinido; firmar letras y emitir garantías de las mismas; girar, aceptar, emitir, endosar, garantizar y descontar títulos valores, notas y cualquier otro instrumento de crédito, negociable o no, firmar promesas, hipotecas u otros instrumentos de garantía o gravámenes sobre las propiedades de la Empresa, comprar propiedades y derechos en propiedades, reales o personales, corporales o incorporeales, muebles o inmuebles y en relación con el giro de la Compañía vender, intercambiar, prestar, transferir o disponer de los mismos; abrir y manejar cuentas de inversiones y en relación con esto comprar en efectivo o en un margen, mercaderías, acciones, bonos, garantías y valores en general y en relación con esto ejercitar el derecho al voto o cualquier otro derecho en relación a la propiedad y posesión de estos bienes; realizar inversiones en otras compañías, relacionadas o no al giro del negocio de la Compañía; abrir



sucursales u oficinas de la Compañía en cualquier parte del mundo; designar, remover, suspender, aprobar la gestión y despedir empleados, y delegar este poder en todo o parte de sus efectos a terceros para que dirijan estas sucursales y oficinas; representar a la Compañía ante las autoridades judiciales, administrativas, políticas o de cualquier otro tipo en cualquier país, Estado o subdivisión política, dentro o fuera de cortes, contestar e iniciar demandas, apelaciones, arreglar diferencias y controversias, participar en procesos de quiebra, penales u otros, incluyendo procesos arbitrales; pagar impuestos y cualquier carga impositiva en general e iniciar reclamaciones y apelaciones relacionados con este asunto; y designar cualquier tipo de agente, abogado, procurador o mandatario con todas o algunas de las potestades designadas en este Poder, así como revocar estas designaciones.



Este Poder Especial tendrá todos los efectos hasta que sea expresamente revocado por la Compañía o cuando el Apoderado General renuncie al mismo.

EN FE DE LO CUAL, este Poder Especial es otorgado en Tortola, Islas Vírgenes Británicas, este 26 de Enero de 2006.

LAKEFRONT INVESTMENTS LTD.

(Firma Ilegible)

Por: Servco Limitada – Único Director
Mieibi Vega – Secretaria Asistente



CERTIFICADO NOTARIAL

Yo, Juliette Penn, Notaria Pública, designación vitalicia, debidamente jurada y practicada en Road Town, Tortola, Islas Vírgenes Británicas, POR MEDIO DE LA PRESENTE CERTIFICO y DOY FE, que en este día se presentó ante mí la Señorita Mileibi Vega, quien actúa como única Directora de **LAKEFRONT INVESTMENTS LTD.**, ha otorgado el Poder Especial adjunto, el mismo que me ha sido enseñado y conocido ante mí.

EN FE Y TESTIMONIO, Yo el mencionado Notario aquí firmo y estampo el Sello de esta Notaría avalando todo el documento.

Fecha el 31 de Enero de 2006



Firma Ilegible

.....
Juliette Penn
Notaria Pública
Islas Vírgenes Británicas

MY DESIGNACIÓN ES VITALICIA

Certificado ante la Embajada Británica
(Sección Consular) en Panamá este 8 de
Febrero 2006, para la legalización de la
firma y sello de Juliette Penn
(Firma Ilegible)

VICECÓNSUL BRITÁNICO
No se acepta responsabilidad por parte de
la Embajada por los contenidos de este
documento

SELLO

SELLO



COMPAÑÍA COMERCIAL DE LAS ISLAS VÍRGENES BRITÁNICAS

CERTIFICADO DE ACCIÓN



Certificado Número *1* Número de Acciones *1,000*

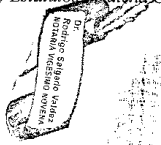
LAKEFRONT INVESTMENTS LTD.

Constituida bajo La Ley de Compañías Comerciales de 2004 de la Islas Vírgenes Británicas

La Compañía está autorizada para emitir 1000 por valor acciones

SE CERTIFICA QUE RENE FRANCISO SÁNCHEZ GARCÍA

*Es / están registrado como tenedor(es) de *1,000* acciones en la Compañía mencionada, sujeto a los Convenios Societarios y Estatutos de dicha Compañía.*



Dado este 26 de Enero 2006

*Director **SERVCO LIMITED** Agente*

ARIAS, FABREGA & FABREGA TRUST CO. BVI LIMITED

EDIFICIO OMAR HODGE
SEGUNDO PISO, CAYO WICKHAM I
P.O. BOX 985
ROAD TOWN, TORTOLA, B.V.I
TELÉFONO: (284) 494-4977 FAX: (284) 494-4980
E-mail: bvi@arifa.com



CERTIFICADO DE MANDATO

LAKEFRONT INVESTMENTS LTD.

(BVI Compañía No. 1007673)

Nosotros, **Arias, Fabrega & Fabrega Trustm Co, BVI Limites**, de 325 Waterfront Drive, Road Town, Tortola, Islas Vírgenes Británicas, POR MEDIO DE LA PRESENTE certifico lo siguiente:

1. QUE **LAKEFRONT INVESTMENTS LTD.**, es una Compañía debidamente constituida y regulada por la Ley de Compañías Comerciales de 2004, de las Islas Vírgenes Británicas.
2. QUE la Agencia Registrada y la Oficina Registrada de la Compañía es:

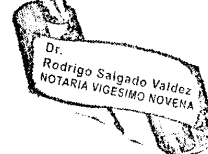
ARIAS, FABREGA & FABREGA TRUST CO. BVI LIMITED

325 Waterfront Drive
Edificio Omar Hodge, Segundo Piso
Cayo Wickham, Road Town
Tortola, Islas Vírgenes Británicas

3. QUE de acuerdo a los archivos disponibles en la Oficina Registrada de la Compañía, La Compañía fue debidamente constituida el 26 de Enero de 2006, y actualmente existente y regulada bajo las leyes de las Islas Vírgenes Británicas.
4. QUE la siguiente persona se encuentra debidamente designada como único Director de la Compañía:

SERVCO LIMITED

y como Director de la Compañía, está facultada para obligar a la misma y firmar cualquier documento relacionado a la administración de la Compañía

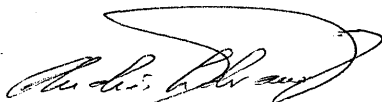


RAZÓN DE TRADUCCIÓN

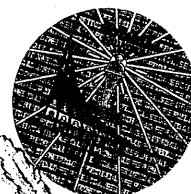
Yo, Jorge Andrés Medrano Baldeón, conocedor de los idiomas español e inglés, y conforme lo faculta el artículo 24 de la Ley de Modernización del Estado, Privatizaciones y Prestación de Servicios Públicos por parte de la Iniciativa Privada, publicada en el Registro Oficial No. 349 de 31 de diciembre de 1993, procedo a traducir al idioma español el presente documento que consta de un Poder Especial otorgado por LAKEFRONT INVESTMENTS LTD., a favor de René Francisco Sánchez García; un título de acción y un certificado de la Compañía LAKEFRONT INVESTMENTS LTD.

Quito, Agosto 31 de 2009




Jorge Andrés Medrano Baldeón
CC: 1713141180

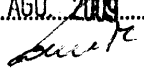
RAZON: DE CONFORMIDAD CON EL NUMERAL
TRES DEL ARTICULO DIECIOCHO DE LA LEY
NOTARIAL DOY FE QUE LA FIRMA DEL SR.
JORGE ANDRES MEDRANO BALDEON, ES
AUTENTICA.- QUITO, A TREINTA Y UNO DE
AGOSTO DEL AÑO DOS MIL NUEVE.-

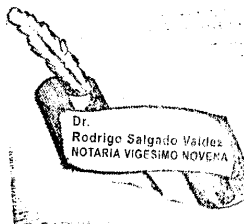




DOCTOR RODRIGO SALGADO VALDEZ
NOTARIO VIGÉSIMO NOVENO DEL CANTÓN QUITO

RAZON: Certifico que la copia fotostática que antecede y que obra de 11 - foja(s) útil(es) es reproducción exacta del documento que he tenido a la vista, encontrándola idéntica en su contenido de todo lo cual doy fe.
Quito a, 31 AGO. 2009


DOCTOR RODRIGO SALGADO VALDEZ
NOTARIO VIGESIMO NOVENO DEL CANTON



APPENDIX

31555-100

INSTRUCTION 4
THAT BE

AB064D6

PROF/OCUP

1997年12月15日

BEETHOVEN, SINFONÍA Nº 9, 1824

NUMBER 1
OUT TO

18/03/2008

LUGAR Y FECHA DE EXPEDICION
10 MAR 1958

FECHA DE CADUCIDAD

FORMA No.

REN 2752147
Pch

Pch



PULGAR DERECHO



REPUBLICA DEL ECUADOR
DIRECCION GENERAL DE REGISTRO CIVIL
IDENTIFICACION Y CEDULACION



CEDULA DE

2000

No. 1713416-1

MEDRANO BALDEON JORGE ANDRES

FICHINCHA/GUITO/SANTA BRIGIDA

LUGAR DE NACIMIENTO
16. TUNIC

FECHA DE NACIMIENTO
REG. CIVIL

TOMO 3-1 PAG. 1

PICHINCHA/ QUITO
LUGAR Y AÑO DE INSCRIPCIÓN

GONZALEZ SUAREZ 1984

FIRMA DEL CEDULADO



Dr.
Rodrigo Salgado Valdez
NOTARIA VIGESIMO NOVENA

Dr.
Rodrigo Salgado, Valdez
NOTARIA VIGESIMO NOVENA

Quito, Octubre 5 de 2009.

Doctora
Yolanda Nevárez Zurita
Directora Legal y Secretaria Corporativa
Holcim Ecuador S. A.
Presente.-



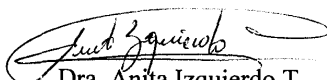
De mi consideración:

Dando contestación a su oficio enviado el 4 de septiembre de 2009, en mi calidad de Apoderada Especial del Doctor René Sánchez García quien a su vez es único socio y apoderado general de la Compañía LAKEFRONT INVESTMENTS LTD., tal como se desprende de las copias simples del poder que se adjunta a la presente, pongo en su conocimiento que la documentación solicitada en el literal a) de su comunicación, fue debidamente entregada el 11 de septiembre de 2009, la misma que se encuentra debidamente Apostillada.

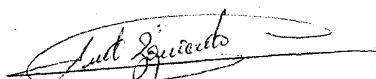
Con relación al requerimiento del literal b) de su comunicación pongo a su disposición la siguiente información relacionada con la Compañía LAKEFRONT INVESTMENTS LTD., la misma que es accionista de la Compañía HOLCIM ECUADOR S. A:

<i>DATOS DEL ÚNICO SOCIO Y ACCIONISTA DE LAKEFRONT INVESTMENTS LTD.</i>	
NOMBRE DEL ÚNICO SOCIO:	René Francisco Sánchez García
ESTADO CIVIL:	Casado (Ida María Cazar Gómez)
NACIONALIDAD:	Ecuatoriana
CÉDULA DE CIUDADANÍA:	0905026415
DIRECCIÓN PRECISA DEL DOMICILIO ACTUAL:	Av. República de El Salvador 890 y Suecia, Edificio Delta Piso No. 3
CORREO ELECTRÓNICO:	rfsg@impuestosecuador.com.ec
NÚMERO DE FAX:	593 2 465 380

Atentamente,


Dra. Anita Izquierdo T.
Apoderada Especial

RECONOCIMIENTO DE FIRMAS.- En la ciudad de San Francisco de Quito, capital de la República del Ecuador hoy día miércoles siete de octubre del dos mil nueve ante mi Doctor Roberto Salgado Salgado, Notario Tercero del Distrito Metropolitano de Quito, comparece: ANITA DEL PILAR IZQUIERDO TAPIA, en su calidad de Apoderada Especial de René Sánchez García quien a su vez es apoderado de la Compañía LAKEFRONT INVESTMENTS LTD, soltera, ecuatoriana, portadora de la cédula de ciudadanía 030091748-1, legalmente capaz para contratar y obligarse, a quien de conocer doy fe; y con juramento declara que conoce como suya propia la firma y rúbrica puesta al pie del documento que antecede, siendo la misma que utiliza en todos sus actos públicos como privados, siendo por lo tanto dicha firma AUTENTICA. Extiendo la presente diligencia al amparo de lo dispuesto en el Artículo dieciocho, numeral nueve, de la Ley Notarial. Leída que le fue a la compareciente, se ratifica en todo lo dicho. Se archiva una fotocopia en el Libro de Diligencias de esta Notaría. DE TODO LO CUAL DOY FE.



ANITA DEL PILAR IZQUIERDO TAPIA

APODERADA ESPECIAL

C.C. 0300917481



DR. ROBERTO SALGADO SALGADO
NOTARIO TERCERO
QUITO - ECUADOR

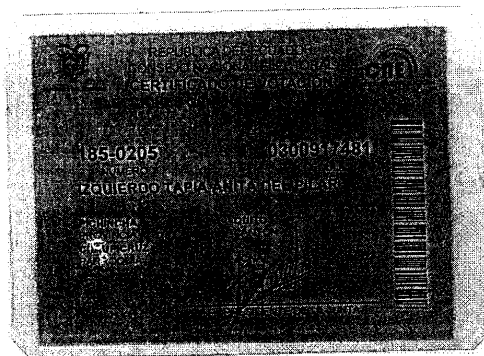


REPUBLICA DEL ECUADOR
 MINISTERIO GENERAL DE EDUCACION
 IDENTIFICACION Y REGISTRO
 CIUDADANIA 060051748-1
 IZQUIERDO TAPIA ANITA DEL PILAR
 CANAR/AZOGUES/AZOGUES
 27 ENERO 1966
 0002-0007 00107 F
 CANAR/AZOGUES
 AZOGUES 1966



Anita Del Pilar Izquierdo Tapia

ECUATORIANA***** V4443V344E
 SOLTERO
 SECUNDARIA EMPLEADO PRIVADO
 JOSE IZQUIERDO
 ANA TAPIA
 QUITO 14/08/2002
 14/08/2002
 REN 0141764
 Pch



NOTARIA TERCERA

DEL CANTON QUITO

DR. ROBERTO SALGADO SALGADO

NOTARIO

ESCRITURA No: _____

COPIA: _____

DE LA ESCRITURA DE: _____

OTORGADA POR: _____

A FAVOR DE: _____

EL: _____

PARROQUIA: _____

CUANTÍA: _____

Quito, a ____ de _____ de 200 ____

*Dirección: Jorge Washington 718 y Av. Amazonas
Edif. Rocafuerte - 5to. Piso*

Telfs.: 252-0214 / 252-8969 / 255-8336 Fax: 250-0086

email: principal@notariaterceraquito.com

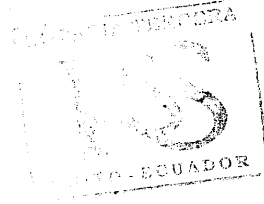
Quito - Ecuador



NOTARIA
TERCERA

ESCRITURA NUMERO:

SIETE MIL OCHOCIENTOS SESENTA Y TRES
(7863)



PODER ESPECIAL

OTORGADO POR:

DOCTOR RENE FRANCISCO SANCHEZ GARCIA

A FAVOR:

DOCTORA ANITA DEL PILAR IZQUIERDO TAPIA

CUANTIA: INDETERMINADA

DI: 2 COPIAS

MCP



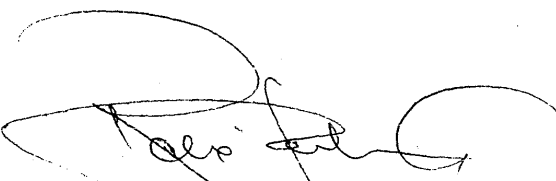
En la ciudad de San Francisco de Quito, capital de la República del Ecuador, hoy día lunes veinticuatro de noviembre del dos mil ocho, ante mi Doctor Roberto Salgado Salgado, Notario Tercero del Distrito Metropolitano de Quito, comparece: el señor Doctor RENE FRANCISCO SANCHEZ GARCIA, mayor de edad, casado, abogado de profesión, domiciliado en esta ciudad de Quito, hábil para contratar y obligarse a quien de conocerlo doy fe, por cuanto me ha presentado sus documentos de identidad cuyas copias certificadas se agregan a la presente; y dice que eleve a escritura pública la minuta que me entrega, cuyo tenor literal y que transcribo dice lo siguiente: Señor Notario, en el Registro de Escrituras Públicas a su cargo, sírvase hacer constar una de PODER ESPECIAL, de conformidad con las siguientes cláusulas: PRIMERA: COMPARECIENTE: Comparece el señor Doctor RENE FRANCISCO

SANCHEZ GARCIA, mayor de edad, casado, abogado de profesión, domiciliado en esta ciudad de Quito, quien libre y voluntariamente manifiesta que ha decidido conferir PODER ESPECIAL, amplio y suficiente, cual en derecho se requiere, a favor de la Doctora ANITA DEL PILAR IZQUIERDO TAPIA, de profesión abogada en libre ejercicio, domiciliada en esta ciudad de Quito. **SEGUNDA:** ALCANCE DEL PODER ESPECIAL: El presente Poder Especial lo confiere el mandante, a fin de que la Doctora ANITA DEL PILAR IZQUIERDO TAPIA, ejerza a su nombre y representación, sin otras limitaciones que las establecidas en la Ley, la función de Procuradora Judicial del mandante en los siguientes casos: UNO.- Comparezca a nombre del mandante en juicios civiles, o penales, como procuradora judicial y asista a las juntas, audiencias y otras diligencias, en cualquier instancia hasta la culminación de los procesos correspondientes, dentro del territorio nacional. DOS.- Comparezca ante los Organismos de Control del Estado como Procuraduría General del Estado, Contraloría, Ministerio Público, Superintendencia de Compañías, Superintendencia de Bancos, Municipios, Consejos Provinciales, Servicio de Rentas Internas o cualquier otro ente público que requiera información sobre el mandante o solicite su comparecencia, o en la que se trámite cualquier acto administrativo en el cual intervenga el poderdante, ya sea requiriendo o proporcionando información del mismo. TRES.- La apoderada queda expresamente autorizada para transigir; comprometer el pleito en árbitros; desistir del pleito; absolver posiciones y deferir al juramento decisorio; y, recibir la cosa sobre la cual verse el litigio o tomar posesión de ella. Usted señor Notario, se servirá añadir las demás cláusulas de estilo para la perfecta validez de este instrumento. (firmado) DOCTORA ANITA IZQUIERDO TAPIA con matrícula número ochocientos sesenta y ocho del Colegio de Abogados del Azuay. HASTA AQUÍ LA MINUTA. Para la celebración de la presente escritura se observaron todos los preceptos legales



NOTARIA
TERCERA

del caso; y leída que les fue al compareciente, íntegramente por mi, el
Notario, se ratifica en todo lo dicho y para constancia firman conmigo en unidad
de acto de todo lo cual doy fe.-


DR. RENE FRANCISCO SANCHEZ GARCIA

C.C. 0905026415



DR. ROBERTO SALGADO SALGADO
NOTARIO TERCERO
QUITO - ECUADOR

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL
IDENTIFICACIÓN Y CEBULACIÓN

CEDULA DE CIUDADANIA No. 030091748-1

IZQUIERDO TAPIA ANITA DEL PILAR

CANARY AZOGUES/AZOGUES

27 ENERO 1966

FECHA DE NACIMIENTO 0007 00107 F

CANARY AZOGUES

AZOGUES 1966

[Signature]

SECRETARIA DEL ECUADOR

ECUATORIANA***** V4443V3442

INDICADOR

SECUNDARIA EMPLEADO PRIVADO

PROFESION

IZQUIERDO TAPIA ANITA DEL PILAR

FECHA DE NACIMIENTO 14/08/2002

FECHA DE EMISIÓN 14/08/2002

REN 0141764

[Signature]

[Fingerprint]



REPÚBLICA DEL ECUADOR
TRIBUNAL SUPREMO ELECTORAL
CERTIFICADO DE VOTACIÓN
REFERENDUM 28 DE SEPTIEMBRE DE 2008 Referendum

30-0185

0300917481

CEBULA

IZQUIERDO TAPIA ANITA DEL PILAR

[Barcode]

(CERTIFICO: Que la copia fotostática que antecede y que obre
De DOS folios) (útiles), sellada y rubricada por el
suscrito notario, es exacta el original que he tenido a la vista
de lo cual doy fe.
Quito 24 NOV 2008

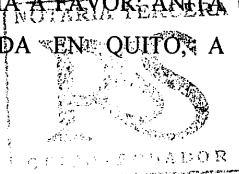



DR. ROBERTO SALGADO SALGADO
NOTARIO PÚBICO
QUITO - ECUADOR

[Faint, illegible text and markings]

SE OTORGO ANTE MI DOCTOR ROBERTO SALGADO SALGADO NOTARIO
TERCERO DEL DISTRITO METROPOLITANO DE QUITO Y EN FE DE ELLO
CONFIERO ESTA PRIMERA COPIA CERTIFICADA DE PODER ESPECIAL
OTORGADO POR: DR. RENE FRANCISCO SANCHEZ GARCIA A FAVOR ANITA
DEL PILAR IZQUIERDO TAPIA. SELLADA Y FIRMADA EN QUITO, A
VEINTICUATRO DE NOVIEMBRE DEL DOS MIL OCHO.-

af



DOY FE: De conformidad con el numeral 5 del Art. 18
de la Ley Notarial reformada mediante Dec. Sup. No. 2386
del 31 de Marzo de 1978, publicada en el R.O. No. 564 de
Abril 12 de 1978, que las DIECINUEVE (19) fotoco-
pias precedentes son iguales a los originales que
se me exhiben, quedando en mi archivo fotocopias iguales.
Guayaquil, 29 OCT 2009

Ab. Cesáreo L. Condo Chiriboga
Notario 5o. del Cantón
Guayaquil





POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS

That the undersigned, **LAKEFRONT INVESTMENTS LTD.**, hereinafter "the Company", a company organized and existing under the BVI Business Companies Act, 2004 of the British Virgin Islands, having its Registered Office at Omar Hodge Building, Wickham's Cay, Road Town, Tortola, British Virgin Islands, **DOES HEREBY APPOINT DR. RENE FRANCISCO SANCHEZ GARCIA**, as the Attorney-in-Fact of the Company, to be the true and lawful Attorney-in-Fact of the Company, conferring upon him, acting individually, authority and power to represent and manage the Company, in connection with its business activities in any part of the world, including all its assets and properties, with such general and special authority as to principal and supplementary matters as may be necessary, being empowered to borrow or lend monies, with or without security; to collect, in or out of judicature, and receive monies, products, prices, installments, rents, dividends, profits, incomes and properties belonging to the Company; to enter into all types of financial transactions and to contract in the name of the company and undertake all kinds of liabilities or obligations; to open and operate bank accounts without limitation, whether current, savings or other types, for a fixed or indefinite term; to apply for letters of credit and issue indemnities in connection therewith; to draw, accept, issue, endorse, guarantee and discount bills of exchange, notes and other instruments of credit, whether negotiable or not; to grant pledges, mortgages or other security interests or liens on the properties of the Company; to purchase property and property rights, whether real or personal, corporeal or incorporeal, movable or immovable, and in connection with the business of the company to sell, exchange, lease, transfer or dispose of the same; to open and operate brokerage accounts and in connection therewith to purchase in cash or on a margin, commodities, stocks, bonds, warrants, options and securities in general, and in connection therewith to exercise the right to vote or other rights inherent in the ownership and possession of such property; to make investments

Dr. Rodrigo Salazar
Rodrigo Salazar
Dr. Rodrigo Salazar

in other companies, whether or not related to the Business of the Company; to open branches or offices of the Company in any part of the world, to appoint, remove, suspend, discharge and dismiss employees, and to delegate authority to third persons to represent and manage said branches or offices, with all or some of the powers herein granted; to represent the Company before the judicial, administrative, political or other authorities of any country or state, or political subdivisions thereof, in and out of court, and to answer and file lawsuits and appeals, settle differences or controversies, participate in bankruptcy, criminal or other proceedings, including by way of arbitration; to pay taxes fees, duties and imposts in general, and to file claims or appeals in connection therewith; and to appoint all kinds of agents, lawyers, solicitors, barristers, or mandataries, with all or some of the powers herein granted, and to revoke such appointments.

This Power of Attorney shall remain in full force and effect until such time as expressly revoked by the Company or surrendered by the Attorney-in-Fact.

IN WITNESS WHEREOF, this Power of Attorney is granted in Tortola, British Virgin Islands, on this 26th day of January, 2006.

LAKEFRONT INVESTMENTS LTD.

By: *[Signature]*
By: Servco Limited - Sole Director
Mileibi Vega - Assistant Secretary



CONSULADO GENERAL DEL ECUADOR
EN PANAMA

Autenticación N° -- 60 CGE/PNM

Presentada para autenticar la firma que antecede,
El suscrito certifica que es autentica, siendo la que usa en
Todas sus actuaciones el (la) señor (a)

LIC. ERNESTO LOZANO LOPEZ
Jefe de Autenticación y Legalización
Ministerio de Relaciones Exteriores

Partida Arancelaria N° 15.7
Derechos recaudados US\$ 50.00

Panamá, 14 de 07 del 2006

[Signature]
JOSÉ DÁVILA
MINISTRO
CONSUL GENERAL DE PRIMERA

(La presente Autenticación no se refiere al contenido
del presente documento, sobre cuyo texto no asume
responsabilidad alguna este Consulado).

REPUBLICA DE PANAMA
TRIBUTOS
2002.00
P. 0000



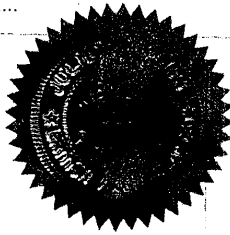
NOTARIAL CERTIFICATE

I, Juliette Penn, Notary Public, appointed for life, duly sworn and practicing in Road Town, Tortola, British Virgin Islands, DO HEREBY CERTIFY and ATTEST that on this day appeared before me Ms. Mileibi Vega, who is personally known to me and who as Assistant Secretary of Servco Limited, which she acknowledged to be the Sole Director of LAKEFRONT INVESTMENTS LTD., has executed the attached Power of Attorney, on its behalf and the same has been acknowledged and sufficiently evidenced before me.

IN FAITH AND TESTIMONY I the said Notary hereto sign my name and cause the Seal of my Office to be hereto affixed to serve and avail where helpful.

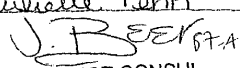
Dated the 31st day of January, 2006.


Juliette Penn
Notary Public
British Virgin Islands

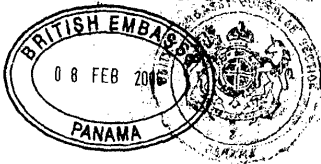


MY COMMISSION IS FOR LIFE

Certified at the British Embassy (Consular Section) at Panama this 8th day of February 2006 for the legalisation of this signature and seal of Juliette Penn


BRITISH VICE CONSUL

No responsibility is accepted by this Embassy for the contents of this document.



El infrascrito funcionario de Legalizaciones del Ministerio de Relaciones Exteriores debidamente autorizado para este acto

CERTIFICA:

Que la firma que antecede y que dice:

JACQUELINE LESLY BEER

es auténtica del funcionario que el día 8
de FEBRERO año 2,006
ejercía el cargo de VICECONSUL DE GRAN BRETAÑA. EN PANAMA

Panamá 13 de FEBRERO año 2,006
68447/A Autenticación N° 87/MC

Firma del funcionario 
Lic. Ernesto Lozano Lopez
JEFE DE AUTENTICACION Y LEGALIZACION
MINISTERIO DE RELACIONES EXTERIORES

Ministerio no asume responsabilidad en cuanto al contenido.

BRITISH VIRGIN ISLANDS BUSINESS COMPANY

Share Certificate

Certificate Number * 1 * Number of Shares * 1,000 *



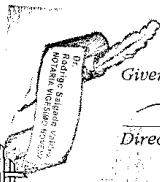
LAKEFRONT INVESTMENTS LTD.

Incorporated under the British Virgin Islands BVI Business Companies Act, 2004

The Company is authorized to issue 1,000 par value shares.

RENE FRANCISCO SANCHEZ GARCIA

THIS IS TO CERTIFY THAT
is/are the registered holder(s) of * 1,000 *
shares in the above-named Company, subject to
the Memorandum and Articles of Association of the said Company.



Given this 26th day of January 20 06

Director SERVCO LIMITED

Officer





ARIAS, FABREGA & FABREGA TRUST CO. BVI LIMITED

OMAR HODGE BUILDING
2ND FLOOR, WICKHAM'S CAY I,
P.O. BOX 985,
ROAD TOWN, TORTOLA, B.V.I.
TELEPHONE: (284) 494-4977 FAX: (284) 494-4980
E-mail: bvi@arifa.com

CERTIFICATE OF INCUMBENCY

LAKEFRONT INVESTMENTS LTD.

(BVI Company No. 1007673)

We, **Arias, Fabrega & Fabrega Trust Co. BVI Limited**, of 325 Waterfront Drive, Road Town, Tortola, British Virgin Islands, HEREBY CERTIFY as follows:

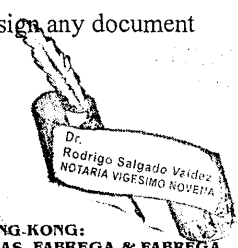
1. THAT **LAKEFRONT INVESTMENTS LTD.**, is a company duly incorporated and in good standing under the BVI Business Companies Act, 2004, of the laws of the British Virgin Islands.
2. THAT the Registered Agent and Registered Office of the company is:

ARIAS, FABREGA & FABREGA TRUST CO. BVI LIMITED
325 Waterfront Drive,
Omar Hodge Building, 2nd Floor,
Wickham's Cay, Road Town,
Tortola, British Virgin Islands.

3. THAT according to the records available at the Registered Office of the Company, the Company was duly incorporated on the 26th day of January, 2006, and is now validly existing under the laws of the British Virgin Islands.
4. THAT the following is duly appointed Sole Director of the Company:

SERVCO LIMITED

and as Director of the Company, has powers to bind the Company and sign any document in regards to the administration of the Company.



PANAMA:
ARIAS, FABREGA & FABREGA
PLAZA 2000 BUILDING 50TH STREET
P.O. BOX 0816-01098
TEL.: (507) 205-7000
FAX: (507) 205-7001 / 205-7002

LONDON:
ARIAS, FABREGA & FABREGA
KINGSLAND HOUSE
122-124 REGENT STREET,
LONDON
W1B 5SA
TEL: (020) 7144 2271 / 287 3277

HONG KONG:
ARIAS, FABREGA & FABREGA
COMPANY SERVICES HK LIMITED.
UNIT M8, MEZZANINE FLOOR
NEW HENRY HOUSE
10 ICE HOUSE STREET CENTRAL, HONG KONG
TEL.: (852) 2525-3903 / 5-254-088

ARIAS, FABREGA & FABREGA

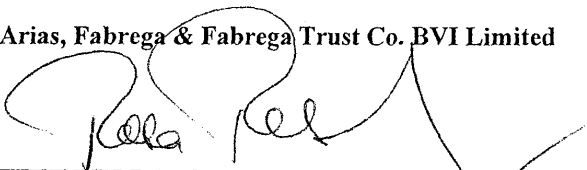


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We issue this certification relying solely upon documents that have been delivered to us by the director(s), officer(s) and member(s) of the above company to be kept by us as Registered Agents of the company at the company's Registered Office in the B.V.I. We have assumed that such documents are true and accurate and have assumed that all signatures and seals contained in such documents are genuine and correspond to the signatures and seals of the persons that purport to be signing or sealing the said documents.

Done and signed this 12th day of November, 2008 in Panama City, Republic of Panama.

Arias, Fabrega & Fabrega Trust Co. BVI Limited


By: Rosa Restrepo – Authorized Signatory

Yo, LICDO MARCO MURILLO A. Primer Suplente,
Notario Publico Primero del Circuito de Panamá
con cedula de identidad personal No 8-239-592

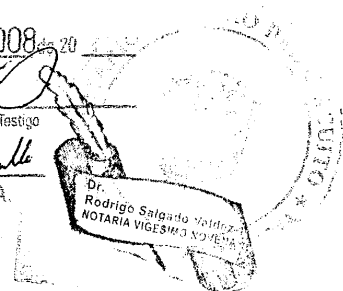
CERTIFICA

Que La(s) Firma(s) que aparece(n) en el presente
documento ha(n) sido reconocida(s) por el (los)
firmante(s) como suya(s) por consiguiente dicha(s)
firma(s) es (son) auténtica(s)

Panamá, 12 NOV 2008


Testigo

Testigo
LICDO MARCO MURILLO A.
Notario Público Primero
Primer Suplente



MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
OF
STARVILLE CORPORATION

A meeting of the Board of Directors of STARVILLE CORPORATION, a corporation organized under the laws of British Virgin Islands was held at Calle 53 and Avenida Samuel Lewis, Edificio KLM, in the City of Panama, Republic of Panama, on the 27th day of June, 1989, at 4:00 o'clock in the afternoon.

There were present:

LORENZO MARQUINEZ B.

MIRIAM E. RIVERA

Mr. LORENZO MARQUINEZ B., President of the corporation, acted as Chairman of the meeting and Mr. MIRIAM E. RIVERA, Secretary of the corporation acted as Secretary thereof.

The Secretary informed the meeting that due notice of this meeting had been given to all of the Directors of the corporation and that a quorum was present.

The Chairman submitted to the Board the advisability of appointing attorney-in-fact of this corporation for the management of its business and affairs.

After discussion, and upon motion duly made and unanimously adopted, it was,

RESOLVED: That WERNER MOELLER, acting individually, be and is hereby constituted and appointed to be true and lawful attorney of the corporation, and to act individually in its name and behalf in any and all countries and parts of the world in connection with its business, as occasion may require, and to do all or any act or thing which the corporation might itself do, including, but not limited to the following acts and things:

A

FIRST: To manage, and govern the property of every description, whether personal, real or movable, bonds, shares and/or securities which the corporation may now own or hereafter acquire.

SECOND: To collect and receive from all kinds of organizations, individuals, entities, enterprises or mercantile and civil corporations, domestic and foreign, any sums of money for any reason owing to the corporation, whether originating from contracts and representing income, leases, credits, interests or dividends, issuing therefor the corresponding receipts and releases.

THIRD: To give and take on lease all kinds of property, for the term and at such price and conditions as they may deem expedient; and to rescind all kinds of contracts whenever advisable.

FOURTH: To receive and render accounts of all kinds, to examine, approve or reject same and to receive and pay any balances resulting therefrom.

FIFTH: To open, maintain, liquidate and/or close current and savings accounts in banks, corporations and banking institutions, domestic and foreign, make deposits of all kinds, accept, approve and reject statements of accounts; withdraw funds from said accounts, drawing and signing checks, authorizations and orders of payment of any kind; and in connection with such operations to sign all documents which may be necessary, without any limitation whatever and to authorize any other person or persons to sign the same.

SIXTH: By any and all means to issue, accept, endorse, assign, transfer, pledge, negotiate, cancel, pay, collect, or undertake the collection of, guarantee and/or in any other manner dispose of and deliver bills of exchange, warrants, notes, checks and all kinds of credit documents and securities.

SEVENTH: To request and arrange, on behalf of the corporation, with any bank or entity, the opening of commercial credits, letters of credit and of guarantees, to the persons or entities they may designate.

EIGHTH: To lend and borrow any sums of money, with or without mortgage security or pledge; fixing rate of interest, the term and other conditions they may deem proper to stipulate; and to constitute, accept, extend, assign, convey, encumber, amend, and/or satisfy mortgages.

NINTH: To arrange for the deposit of all property and securities in banks and institutions with power to withdraw all or any part of such deposits as they may deem appropriate, to take on lease safe deposit boxes in bank vaults, signing, extending and rescinding the corresponding contracts whenever they may deem proper; and to deposit and withdraw from such boxes whatever they may deem convenient, signing the proper vouchers therefor.

TENTH: To give and accept in payment of debts, all kinds of property for the price they may agree upon.

ELEVENTH: To handle all kinds of proceedings before public and private offices, Registry Offices of all kinds, and before individuals, officials and authorities of every nature, domestic and foreign, to file petitions and applications of every kind, transact business and proceedings of every nature, and to appeal through the proper channels against any kind of resolutions passed until a definite resolution has been obtained.

TWELFTH: To attend all meetings to which the corporation may be summoned, or which it may be entitled to attend, for any reason, both of private persons and of shareholders of mercantile or civil enterprises, both domestic and foreign; to take part in all kinds of discussions arising on any matter whatsoever; to

adopt, approve or challenge resolutions, casting the votes of the corporation as they may deem advisable; and to sign the minutes of the meetings whenever so required by law or by the By-Laws.

THIRTEENTH: To buy, accept, exchange and otherwise or by any title to acquire and sell personal and real properties, and acquire and sell, contribute, assign, transfer, dispose of movables, effects, securities, bonds, shares of mercantile and civil enterprises and corporations, credit documents and securities, and rights and shares of all kinds, domestic and foreign, for cash or on installments, fixing the price and conditions as they may deem expedient to stipulate; to pay and receive the price of such operations; and to accept and execute receipts, releases and evidences of payment in connection therewith.

FOURTEENTH: To organize, amend, extend, liquidate and dissolve, mercantile and civil corporations of every kind, adding thereto or withdrawing therefrom the capital and properties, to establish the rules under which they should be governed; subscribe for shares, represent such shares and receive the proceeds thereof, and in due course appoint managers, liquidators and experts.

FIFTEENTH: To take actual, physical and symbolic possession of any kind of property belonging to the corporation, to apply for and grant reductions of amounts and extensions of time, entering into agreements for payment with creditors and debtors, and to compromise all kinds of credits, rights and actions.

SIXTEENTH: To exercise all rights originating in contracts entered or which may be entered into by the corporation, or on its behalf; draw up minutes for the purpose of recording facts, and to issue summons and notices of every kind, and consignments,

with authority to withdraw said consignments and the amounts consigned on behalf of the corporation.

SEVENTEENTH: To apply for registrations and entries of every kind in the Stock Register of corporations and enterprises and in the Registry of Real Property and where most convenient.

EIGHTEENTH: To enter into all acts and contracts not specified herein whether the object thereof be the creation or extension of real and personal rights, including the conclusion of representation contracts with granting corporations or persons.

NINETEENTH: To be vested with all the authority entering into powers for lawsuits, among which they shall exercise the following on behalf of and in representation of the corporation:

(I) To represent, assist and defend the corporation in all lawsuits, civil and criminal cases and matters, oral hearings of all kinds and eviction proceedings, intestate proceedings, probate proceedings, formalities with respect to declarations of heirs in intestate proceedings, declaratories involving more and less than a certain sum, executions, with special power to file protests, to make lawful payments on account and complying therein with all pertinent requisites, insolvency proceedings, bankruptcies, retractions, interventions, injunctions, incidents, and in all judicial proceedings and actions, including those of voluntary jurisdiction, in which the corporation may now or hereinafter be interested, either as plaintiff, defendant, or otherwise; and likewise to represent, assist and defend it in all the stages of the proceedings mentioned and in administrative controversies, proceedings, through all stages, appeals and recourses.

(II) To initiate, continue and terminate summary proceedings in accordance with the Law of Real Estate or Mortgage Law or of its Regulations and legal provisions in force on the sub-

ject, with power to stipulate the obligation to indemnify damages; and to request adjudications of properties in payment of claims filed.

(III) To appear in each and every one of said lawsuits and matters, before Courts, Tribunals, Hearings, Courts of Equity, Ministries, competent offices and Authorities, either as plaintiff or defendant, file writings and complaints, claims, answers, replies, rejoinders, counterclaims, conclusions, pleadings and applications of every description; to initiate, continue and terminate, matters of jurisdiction by restraining order or demurrer; to challenge judges and all other individuals, to initiate, continue and terminate all kinds of actions and exceptions, request notices, citations, summons, judicial and notarial citations, admonitions, evictions, assignations, adjournments, extensions, certifications, court orders, proclamations, notations, cancellations, imprisonments, releases from prison, embargoes of every kind, disembargoes, sale, legal seizure, auction of property and withdrawal of documents from court records; to submit and improve bids and proposals in judicial and extrajudicial sales, either for the grantor or for the purpose of transferring them to a third party; to request, execute and accept writings and deeds for the adjudication of personal and real property; to consign, deposit and withdraw sums of money; to present witnesses, interrogatories, files and documents as evidence; to offer, require and introduce all kinds of evidence; to impeach witnesses of the other party and represent the corporation in the taking of all evidence; to request and take possession of personal and real property and to attend and vote at all meetings and appearances, declaring, agreeing and resolving thereat whatever they may deem proper; as well as at trials and oral hearings; to request bankruptcy and insolvency proceedings,

appoint receivers, Commissioners, Depositaries, Experts, Property appraisers and Administrators, hear decisions, judgments and sentences, consenting to anything favorable and appealing from anything unfavourable, request, announce, present, continue or not, nullity proceedings and notions to set aside, appeal, request, complain, appeal, modification, unconstitutionality, liability, of annulment, protection in the possession and ownership, revision, governmental, administrative controversial, and all other ordinary and extraordinary proceedings as may be necessary; to dismiss and withdraw from each and all of the recourses referred to, with authority to follow up the same through all stages until terminated and rejecting such as may be filed by the opposing party; to abide by, desist or withdraw whenever deemed proper from any proceedings, exceptions, lawsuits and complaints, without any exception whatever; to request execution of sentences enforcing the fulfillment thereof through pertinent legal channels; to request, promote and practice all the preliminary formalities and all judicial and extrajudicial proceedings as may be necessary, with power to request, approve, reject and enforce the assessment of costs; and to bring suit, ratify, declare under oath, protest and compromise without limit whatever.

TWENTIETH: To execute and sign all kinds of powers of attorney whenever they may deem it proper or necessary, either general, mercantile, for lawsuits or special, with all the powers they may freely grant, without limitation whatever, in any part of the world, as if the Board of Directors and the General Meeting of Stockholders of the corporation executed same.

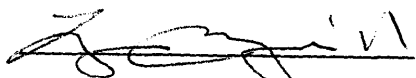
TWENTY-FIRST: To represent the corporation in any licitation or bidding, whether private or public and take necessary action and sign all documents deemed convenient or necessary for

the best interests of the corporation at the time of submitting the offers.

TWENTY-SECOND: To execute and issue, in the exercise of all powers granted, all public and private documents which may be necessary, with the clauses, terms, conditions, waivers, covenants and requisites as he may deem proper, without any limitation whatever, waiving domicile and stipulating the place for the performance of obligations.

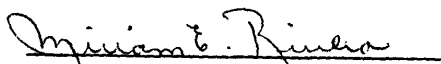
TWENTY-THIRD: To delegate in part or in its entirety the authorities of the present power of attorney in favour of the person or persons he may designate and to revoke such delegations whenever they shall deem proper.

There being no further business, the meeting adjourned.



LORENZO MARQUINEZ B.

President



MIRIAM E. RIVERA

Secretary