TESTIMONIO DE LA ESCRITURA

NOTARIA

XXV

NOTARIA VIGESIMA QUINTA DEL CANTON GUAYAQUIL

COPIA No.:

Dr. S. Ivole Zurita Zambrano

NOTARIO

ESCRITURA PÚBLICA DE PODER ESPECIAL QUE OTORGA EL SEÑOR JOSÉ LUIS GONZÁLEZ, POR LOS DERECHOS QUE REPRESENTA EN SU CALIDAD DE ACCIONISTA, Y COMO TAL REPRESENTANTE LEGAL COMO PRESIDENTE DE LA COMPAÑÍA CARIBBEAN LUMBER INC, A FAVOR DEL SEÑOR JOSE ANTONINO SAENZ FERNANDEZ.-.

CUANTIA: INDETERMINADA.-.-

En la ciudad de Guayaquil, capital de la Provincia del Guayas, República del Ecuador, el día de hoy veinticinco de Abril del dos mil diez, ante mí, Abg. Ivole Zurita Zambrano Notario Vigésimo quinto del Cantón Guayaquil, comparece a la celebración de la presente escritura, el señor **JOSÉ LUIS GONZÁLEZ**, como accionista, Presidente y como tal representante legal de La Compañía **CARIBBEAN LUMBER INTERNATIONAL INC.**, mayor de edad, de estado civil casado, de profesión Ejecutivo. El compareciente declara ser mayor de edad, portador de su pasaporte de Ley, con domicilio en Estados Unidos de Norteamérica en el Estado de Miami Fl., y de transito en esta ciudad, a quien de conocer doy fe.-. Bien instruido en el objeto y resultados de esta Escritura Pública de **PODER ESPECIAL**, a la que procede de una manera libre y espontánea, para que le autorice me presenta la minuta al tenor de las siguientes cláusulas:

SEÑOR NOTARIO: Sírvase incorporar en el registro de escrituras públicas a su cargo una por la cual conste el otorgamiento de Poder Especial, al tenor de las siguientes cláusulas: **PRIMERA.- INTERVINIENTES.-** Interviene en la celebración del presente acto el señor **JOSÉ LUIS GONZÁLEZ**, como accionista y Presidente de La Compañía y como tal representante legal **de CARIBBEAN LUMBER INTERNATIONAL INC**. **SEGUNDA: PODER ESPECIAL.-** El señor **JOSÉ LUIS GONZÁLEZ**, como accionista y Presidente de La Compañía **CARIBBEAN LUMBER INTERNATIONAL INC** y como tal representante legal, en forma libre y voluntaria, tiene a bien otorgar Poder Especial amplio y suficiente cual en derecho se requiere a favor del señor **JOSE ANTONINO SAENZ FERNANDEZ** con cedula de ciudadania numero cero, nueve, cero, tres, siete, siete, cuatro, siete, tres, cinco (**C.C. No. 090377473-5)**, a fin de que pueda realizar en forma individual y sin necesidad de autorizar adicionalmente los siguientes actos: **a)** Justificar ante los funcionarios y-o autoridades administrativas de la Corporación Financiera Nacional a nombre del poderdante la representación de la compañía **" CARIBBEAN LUMBER INTERNATIONAL INC.",** la misma que es accionista de la empresa **INDUMAD S.A.** y, **b)** Suscribir contratos u otros documentos en calidad de Codeudor o Garante Solidario en Obligaciones Crediticias aprobadas por la Corporación Financiera Nacional a favor de **INDUMAD "INDUSTRIA MADERERA S.A",** hasta por un monto de trescientos mil dólares americanos **c)** Cualquier otra gestión necesaria para el normal desenvolvimiento con la Corporación Financiera Nacional.

DRA. ROXANA UGOLOTTI DE PORTALUPPI
República del Ecuador
Guayaquil
Notaria Vigésima Sexta

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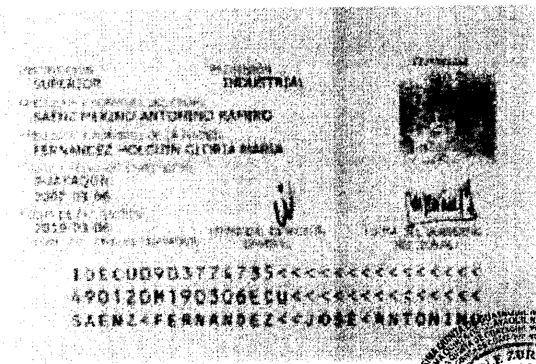
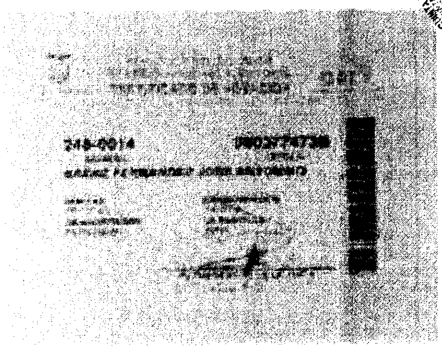


DR. S. IVOLE ZURITA ZAMBRANO
NOTARIO
VIGESIMO QUINTO



DRA. ROXANA UGOLOTTI DE PORTALUPPI
República del Ecuador
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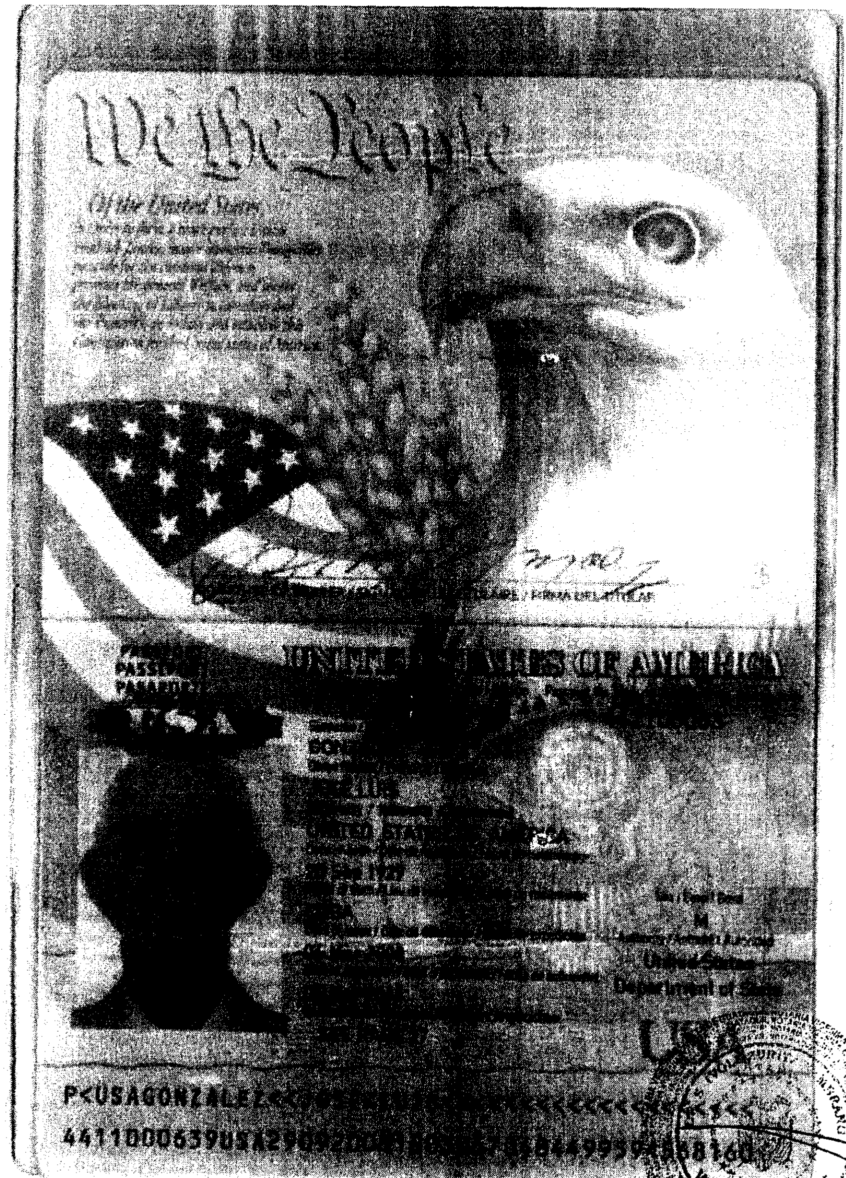
Notaría Vigésimo Sexta



NOTARÍA VIGÉSIMO QUINTA

State of Florida

Department of State

DRA. ROXANA UGOLOTTI DE PORTALUPPI
República del Ecuador
Guayaquil
Notaría Vigésimo Sexta

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by **Kurt S. Browning**

3. acting in the capacity of **Secretary of State**

4. bears the seal/stamp of **Great Seal of the State of Florida**

Certified

5. at **Tallahassee, Florida**

6. the **Seventeenth day of March, A.D., 2009**

7. by **Secretary of State, State of Florida**

8. No. **2009-23992**

9. Seal/Stamp:

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

NOTARIO VIGESIMO QUINTO
ZURITA ZAMBRANO

10. Signature:

Secretary of State

DSDE 99 (3/03)

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CARIBBEAN LUMBER INTERNATIONAL, INC., a corporation organized under the laws of the State of Florida, filed on December 30, 1988, as shown by the records of this office.

The document number of this corporation is K54784.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of March, 2009

Kurt S. Browning
Secretary of State

CR2EO22 (01-07)

ARTICLES OF INCORPORATION

OF

CARIBBEAN LUMBER INTERNATIONAL, INC.

FILED

Dec 30 9 27 AM '88

DRA. ROXANA UGALDE ... SECRETARY OF STATE ... FLORIDA
República del Ecuador
Guayaquil
Notaria Vigésima Sexta

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Caribbean Lumber International, Inc.

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence commenced on April 3, 1969.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful busi-

... ZURITA ... NOTARIO ... VIGESIMO QUINTO

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 2,500 shares of Common Stock of a par of $1.00 per share. Holders of Common Stock are entitled to vote on all questions ... law on the basis of one vote per share and there shall be no cumulative [illegible] Common Stock shall have pre-emptive rights to subscribe to the cor- [illegible]

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Peninsula Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is Penthouse, Ref. No. 17853-88, 200 S.E. First Street, Miami, Florida 33131.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The name and street address of the initial director is Jose Luis Gonzalez, 7811 Coral Way, Miami, Florida 33155.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Peninsula Registered Agents, Inc., Penthouse, Ref. No. 17853-88, 200 S.E. First Street, Miami, Florida 33131.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or any former officer or director of the corporation.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of October, 1988.

PENINSULA REGISTERED AGENTS, INC.

By:
Steven H. Hager
Assistant Secretary

DRA. ROXANA UGOLOTTI DE PORTALUPPI
República del Ecuador
Guayaquil
Notaría Vigésima Sexta

ATE OF FLORIDA)
) SS:
UNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and unty set forth above, personally appeared Steven H. Hagen, known to me to be the sistant Secretary of Peninsula Registered Agents, Inc., and he acknowledged before that he executed the foregoing Articles of Incorporation on behalf of Peninsula gistered Agents, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State County aforesaid, this 7th day of December, 1988.

NOTARY PUBLIC, State of Florida at Large

My commission expires:

CERTIFICATE OF REGISTERED AGENT

OF

CARIBBEAN LUMBER INTERNATIONAL, INC.

DRA. ROXANA UGOLOTTI DE PORTALUPPI
Republica del Ecuador
Guayaquil
Notaria Vigésima Sexta

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

...t Caribbean Lumber International, Inc., desiring to organize under the laws of ...e State of Florida with its principal office, as indicated in the Articles of Incorpora-...n, at the City of Miami, County of Dade, State of Florida, has named PENINSULA REGISTERED AGENTS, INC., located at Penthouse, Ref. 17853-88, 200 S.E. First Street, ...ity of Miami, County of Dade, State of Florida, as its agent to accept service of pro-...ss with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, ...place designated in this Certificate, the undersigned hereby agrees to act in this capa-...ty and agrees to comply with the provision of said Act relative to keeping open said ...ffice.

Dated this 7th day of December, 1968.

PENINSULA REGISTERED AGENTS, INC.

By: [signature]
Steven H. Ilngen,
Assistant Secretary

...488-0081

CARIBBEAN LUMBER INTERNATIONAL, INC.

14021 SW 97TH AVE. MIAMI, FL 33176
PH: (305) 969-2893 FX: (305) 969-2896 E-MAIL: CLILUMB@AOL.COM

March 16th, 2009

FEI #: 59-2923004

DRA. ROXANA UGOLOTTI DE PORTALUPPI
Republica del Ecuador
Guayaquil
Notaría Vigésima Sexta

The shareholders of Caribbean Lumber International, Inc. are as follow:

Jose Luis Gonzalez – President – 40% shares
Loida Gonzalez – Vice-President – 40% shares
Elda Gonzalez – Secretary Treasurer – 20% shares

Best Regards

Jose Luis Gonzalez
President

ID PRODUCED DL # G-524-432-29-340-0
exp. 9/20/2

Notary Public State of Florida
Nancy Muro
My Commission DD690774
Expires 07/27/2011

Nancy Muro
Notary Public
State of Florida

March 16, 2009

WRITTEN STATEMENT IN LIEU OF

ORGANIZATIONAL MEETING OF

CARIBBEAN LUMBER INTERNATIONAL, INC.

I, the undersigned, being the sole Director of CARIBBEA LUMBER INTERNATIONAL, INC., hereby consent to the taking of th following action in lieu of an organizational meeting pursuant t § 607.134 of the Florida General Corporation Act and hereby waiv any notice to be given in connection therewith pursuant t § 607.131(3) of such Act:

Resolved, by the Board of Directors of CARIBBEAN LUMBE INTERNATIONAL, INC. that:

1. ADOPTION OF BYLAWS. The corporation hereby adopts as th Bylaws of the corporation the form of Bylaws attached hereto a Exhibit "A."

2. ELECTION OF OFFICERS. Each of the following persons i elected to the office set forth opposite his name to serve at th pleasure of the Board of Directors until his successor has bee duly elected and qualified.

Name	Office
Jose Luis Gonzalez	President
Loida Gonzalez	Vice President
Elda Gonzalez Diaz	Secretary/Treasurer

3. ADOPTION OF SEAL. The form of the corporate seal, conforming to the provisions of the Bylaws of the corporation and making the following impression is adopted as the seal of the corporation:

(SEAL)

ANA UGOLOTTI DE PORTALUPPI
República del Ecuador
Notaria Vigésima Sexta
Guayaquil

DR. ... ZURITA ... NOTARIO ... VIGESIMO QUINTO

4. ADOPTION OF FORM OF STOCK CERTIFICATE. The form of stock certificate attached hereto as Exhibit "B" is hereby adopted as the form of stock certificate representing the shares of the corporation.

5. ISSUANCE OF INITIAL SHARES.

A. ACKNOWLEDGMENT OF SUBSCRIPTIONS. The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the persons, in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
Jose Luis Gonzales	2	$2.00
Loida Gonzales	2	$2.00
Elda Gonzalez Diaz	1	$1.00

B. PAYMENT OF SUBSCRIPTIONS. The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

C. NONASSESSABILITY. On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

D. ALLOCATION OF PROCEEDS. Of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar ($1.00) shall be allocated to the capital stock account of the corporation for each share issued. The balance shall be allocated to the paid-in surplus account.

6. DESIGNATION OF BANK DEPOSITORY. The officers are authorized to open on behalf of the corporation such accounts as they deem necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to the corporation; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with its designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as an appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors.

Executed by the undersigned as First Director of Caribbean Lumber International, Inc. on the date indicated below.

Name of Director	Date of Execution
JOSE LUIS GONZALEZ	May 21, 1989

DEK/83890453

Conforme los parámetros expresamente establecidos en el presente instrumento.- Para tal efecto dejo constancia que el presente Poder especial, en ningún caso y bajo ninguna circunstancia podrá ser considerado insuficiente para nuestro apoderado. Usted señor Notario sírvase agregar las demás cláusulas de estilo y Ley para la perfecta validez de este acto. Es justicia, etc., firmado (ilegible) Abogado, David Estrada Fernández Registro once mil cuatrocientos dieciocho del Colegio de Abogados del Guayas Hasta aquí la minuta, la misma que queda elevada a escritura pública.- Leída que le fue la presente escritura de Principio a fin por mí, el Notario, esta la aprueba en todas sus partes y la suscriben en unidad de acto conmigo.- **DOY FE.-**

JOSÉ LUIS GONZÁLEZ
PASAPORTE NO.: 441100063
PRESIDENTE Y ACCIONISTA DE LA COMPAÑÍA CARIBBEAN LUMBER INTERNATIONAL INC.
FED.ID.59-23004
ACCIONISTA DE LA COMPAÑÍA INDUMAD INDUSTRIA MADERERA S.A
RUC No: 0990658196001

REPÚBLICA DEL ECUADOR
NOTARIA XXV

Dr. S. Ivole Zurita Zambrano
NOTARIO VIGESIMO QUINTO DE GUAYAQUIL

Se otorgó ante esta notaría Vigésima Quinta del Cantón Guayaquil en fe de ello confiero esta 12va copia sellada certificada y Rubricada por mi en Guayaquil, a los 31 MAY 2010

REPÚBLICA DEL ECUADOR
NOTARIA XXV

Dr. S. Ivole Zurita Zambrano
NOTARIO VIGESIMO QUINTO DE GUAYAQUIL

De Conformidad con el numeral 5 del artículo 18 de la vigencia ley notarial, doy fe que la fotoscopia que consta de 12 foja(a) es exacta al documento que me fue exibido.

Guayaquil, 14 ABR. 2011

Dra. Roxana Ugolotti de Portaluppi
Notaria Vigésima Sexta