

State of California

SECRETARY OF STATE

Requested for use in Ecuador.

Not for use within the United States of America.

The purpose of the Apostille is to certify the authenticity of the signature of the official signing the document, the capacity in which the official signing the document has acted, and, where appropriate, the identity of the seal or stamp.

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

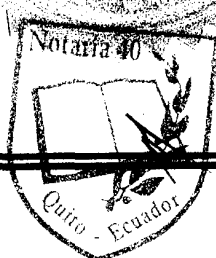
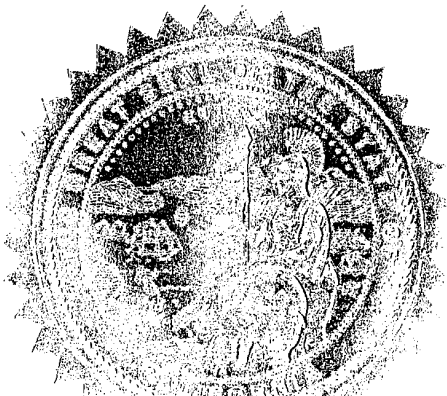
1. Country: *United States of America*
This public document
2. *has been signed by Sam Raffa*
3. *acting in the capacity of Notary Public, State of California*
4. *bears the seal/stamp of Sam Raffa, Notary Public,*
State of California
5. *At Sacramento, California*
6. *the 9th day of October 2009*
7. *by Deputy Secretary of State, State of California*
8. *No. 737755*
9. *Seal/Stamp:*

CERTIFIED

10. Signature

Jana Bowen
Secretary of State

BY _____



EV. 1-07)

Dr. Oswaldo Mejia Espinosa

MERINO RIVADENEIRA B & L

Av. 12 de Octubre y Colón esquina Ed. Artigas 100 Oficina No. 02
TELEFAX: 2568889; 2546902 e-mail: jmerino@merinorivadeneira.com.
www.merinorivadeneira.com
QUITO-ECUADOR

PODER ESPECIAL Y PROCURACION JUDICIAL

PRIMERA: COMPARECIENTE.-

Comparece al otorgamiento de este instrumento la empresa MINIDA L.L.C. legalmente representada por el señor Daniel Norbert Schwarz,, portador del pasaporte número 211052246 quien es ciudadana de nacionalidad estadounidense, mayor de edad, de estado civil soltero, domiciliado en la ciudad de Redondo Beach, Estado de California de los Estados Unidos de Norteamérica, hábil para obligar a la mencionada compañía, en adelante la Poderdante o la compareciente, indistintamente.

SEGUNDA: ANTECEDENTES.- La empresa MINIDA L.L.C. es una sociedad constituida al amparo de las leyes de los Estados Unidos de Norteamérica que posee acciones o participaciones en empresas del Ecuador, que no ejerce actividad empresarial en el Ecuador adicional a la mencionada anteriormente, ni de manera habitual ni ocasional, a fin de cumplir con lo que dispone la Ley de Compañías vigente y por convenir a sus intereses requiere nombrar un apoderado.

TERCERA.- PROCURACIÓN JUDICIAL Y PODER ESPECIAL.-

La sociedad compareciente, a través de su representante legal, por medio de este instrumento otorga Procuración Judicial y Poder Especial a favor del abogado Juan Carlos Merino Rivadeneira, en adelante Apoderado y Procurador Judicial, quien se encuentra facultado para realizar los siguientes actos: a) Tiene las facultades más amplias y necesarias para realizar todos los actos o negocios jurídicos que hayan de celebrarse y surtir efectos en el territorio ecuatoriano, en especial contestar demandas y cumplir las obligaciones contraídas, conforme lo establecido en el artículo 6 de la Ley de Compañías. b) Comparecer a cualquier litigio o proceso en nombre de la Poderdante sea esta actora, demandada, querellante, querellada, tercerista, denunciante o denunciada; c) De manera especial pero no taxativa, el Apoderado y Procurador Judicial podrá presentarse y contestar demandas, asistir a audiencias y juntas de conciliación, transar el precio; comprometer



Dr. Oswaldo Mejia Espinosa

POWER OF ATTORNEY FOR LEGAL REPRESENTATION AND SPECIAL POWER OF ATTORNEY

FIRST: APPEARING PARTY.- The Company MINIDA L.L.C. appears to Grant this instrument, duly represented by Mister Daniel Norbert Schwarz, holder of passport number 211052246, national of the United States, of legal age, single, with permanent residence at Redondo Beach, State of California of the United States of North America, duly authorized to acquire obligations on behalf of the referred company, hereinafter indistinctively The Grantor or the appearing party.

SECOND: BACKGROUND.- The company MINIDA L.L.C. is a Corporation incorporated in accordance to the laws of the United States of North America, with shares or participations in companies of Ecuador, does not perform, neither permanently nor occasionally, additional commercial activities in Ecuador and, in order to comply with the provisions of the Companies Law in effect and because it is in its own interest, requires to appoint an Attorney-in-Fact.

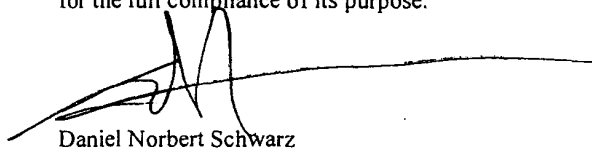
THIRD.- POWER OF ATTORNEY FOR LEGAL REPRESENTATION AND SPECIAL POWER OF ATTORNEY.-

The appearing corporation, through its duly authorized representative, hereby issues Power of Attorney for Legal Representation and Special Power of Attorney in favor of the attorney Juan Carlos Merino Rivadeneira, hereinafter the Attorney-in-Fact and Legal Representative, who is authorized to perform the following acts: a) He has the widest and necessary powers to perform all legal acts and businesses that will be executed and that have effects in Ecuadorian territory, especially answering to claims and complying with the obligations acquired, pursuant to article 6 of the Companies Law. b) To appear to any litigation or process on behalf of the Grantor either as plaintiff, defendant, complainant (as a party in a criminal proceeding), defendant (as a party in a criminal proceeding), third party, reporter (as the party who makes a fact to be known by an authority in a criminal proceeding), reported (as

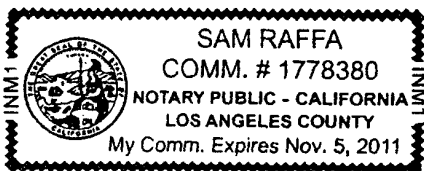


la cláusula y cualquier pleito a árbitros y cualquiera otra inherente a la función de Procurador Judicial; d) Se le otorga de manera expresa la facultad de contratar abogados en libre ejercicio de la profesión, delegar total o parcialmente este poder a nombre de cualquier abogado en la república; e) El Poder Especial y Procuración Judicial involucra también el recibir pagos y cualquier otra transacción necesaria para el cumplimiento de este Poder; f) Comparecer y resolver en representación de la Poderdante a las Juntas Generales de socios o accionistas en las cuales el poderdante tenga acciones o participaciones con todas las facultades relativas y propias a los accionistas y/o socios. g) Gestionar y retirar las utilidades que se generen en las empresas que la poderdante sea socio o accionista h) Expresamente se aclara que no se puede ni transferir ni enajenar ni comprometer de ninguna forma las acciones que tenga la Poderdante en empresas ecuatorianas. i) Se le otorga todas y cada una de las facultades constantes en el artículo cuarenta y cuatro del Código de Procedimiento Civil ecuatoriano. La presente Procuración judicial y Poder Especial, se entiende amplio y suficiente de tal forma que no pueda alegarse insuficiencia y diminuez para el cabal cumplimiento de sus fines.

a party against whom a fact is made known to an authority in a criminal proceeding); c) In a special manner but not limited to the following, the Attorney-in-Fact and Legal Representative may appear and answer claims, appear in hearings and mediation meetings, decide on the price in a negotiation; commit the provision and any litigation to arbitrators and any other related to the activity of Legal Representative; d) He/she is explicitly granted the power to retain counsel in private practice of the profession, to delegate this power of attorney in full or in part to any lawyer in the republic; e) The Special Power of Attorney and Legal Representation also involves the reception of payment and the engagement in any other transaction necessary for the compliance of this Power of Attorney; f) To appear and decide on behalf of the Grantor in General Assemblies of partners or shareholders in which the grantor has shares or participations with all the powers granted to the shareholders and/or partners. g) To take actions for and receive profits generated in the companies in which the grantor is a partner or shareholder h) It is explicitly clarified that the shares the Grantor has in Ecuadorian companies can not be transferred, sold or committed in any way. i) Any and all powers contained in article forty four of the Ecuadorian Code of Civil Procedure are granted to him. This Legal representation and Special Power of Attorney is understood as wide and sufficient, so allegations of insufficiency and shortness cannot be made for the full compliance of its purpose.


Daniel Norbert Schwarz

State of California, County of Los Angeles
Subscribed and sworn to (or affirmed) before me
on this 17 day of September, 2009,
by Daniel Norbert Schwarz,
personally known to me or proved to me on the
basis of satisfactory evidence to be the person(s)
who appeared before me.
Signature: Sam Raffa, Notary Public



Dr. Oswaldo Mejía Espinosa





Dr. Oswaldo Mejía Espinosa

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista

Quito,

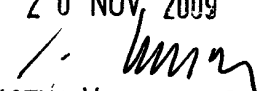
~~21 OCT 2009~~

DR. OSWALDO MEJIA ESPINOSA

NOTARIO PUENTAGESIMO DEL DANTEN QUITO

El documento que antecede en
-4- foja(s) es FIEL COMPULSA
lo certffico.-

Quito a., 20 NOV, 2009


DR. SEBASTIÁN VALDIVIESO CUEVA
NOTARIO VIGÉSIMO CUARTO QUITO

