kamer van koophandel

English translation of an extract from the trade register of the Chambers of Commerce. This registration is administrated by the Chamber of Commerce for Amsterdam

---

Legal person:

Legal form	:Besloten Vennootschap (Private Limited Liability Company)
Name	:Ecuador Cellular Holdings B.V.
Statutory seat	:Amsterdam
First registration in the trade register	:27-07-2004
Incorporation deed	:27-07-2004
Authorized capital	:EUR 90.000,00
Issued capital	:EUR 18.000,00
Paid up capital	:EUR 18.000,00

Undertaking:

Tradename(s)	:Ecuador Cellular Holdings B.V.
Address	:Strawinskylaan 665, 1077XX Amsterdam
Telephone number(s)	:0205752201 / 0205752213
Fax number	:0205753373
Date of establishment	:27-07-2004
Description of business	See Dutch extract
Employees	:0

Single shareholder:

Name	:Telefónica S.A.
Address	:Gran Via 28 Planta 3, E- 28013 Madrid, Spain
Registered in	:Registro Mercantil de Madrid te Madrid, Spanje, onder nummer M-6164
Single shareholder since	:29-07-2006

Director(s):

Name	:Aleix Arguelles, Alfredo Javier
Date and place of birth	:08-09-1974, Tarragona, Spain
Date of entry into office	:01-02-2011
Title	:Directeur A
Powers	:Authorised jointly (with other director(s), see articles)

Name	:Cuesta Martín-Gil, Ignacio
Date and place of birth	:09-09-1962, Madrid, Spain
Date of entry into office	:01-02-2011
Title	:Directeur B
Powers	:Authorised jointly (with other director(s), see articles)

Authorized signatory(signatories):

Name	:Mateu Abadia, Marta
Date and place of birth	:18-12-1978, Madrid, Spain
Date of entry into office	:12-04-2011
Powers	:See Dutch extract
Name	:Guillot-Vignot, Laurence
Date and place of birth	:24-10-1981, Lyon, France
Date of entry into office	:12-04-2011
Powers	:See Dutch extract
Name	:Gaspar Sintes, Ignacio Luis
Date and place of birth	:23-09-1970, Mahon, Spain
Date of entry into office	:12-04-2011
Powers	:See Dutch extract
Name	:Sola Hernández-Rubio, Julio
Date and place of birth	:17-01-1980, Granada, Spain
Date of entry into office	:12-04-2011
Powers	:See Dutch extract

Issued by the chamber of commerce

kamer van koophandel

Amsterdam, 20-04-2011
Extract has been produced at 09.32

For extract

N. Snijders
plv. directeur

True copy certification

THE UNDERSIGNED:

Jan-Mathijs Petrus Hermans, civil-law notary in Amsterdam, the Netherlands

based on my authority as defined in Article 49, Paragraph 3 of the Civil-Law Notaries Act (*Wet op het notarisambt*),

CERTIFY:

that attached is a true copy of the register of shareholders of Ecuador Cellular Holdings B.V.

Executed in Amsterdam on 13 January 2012.

J.-M.P. Hermans, civil-law notary

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

13 January 2012

2012JHE60009443 G008

True copy certification

relating to

the Register of Shareholders of Ecuador Cellular Holdings B.V.

Simmons & Simmons

PO Box 79023 1070 NB Claude Debussylaan 247 1082 MC Amsterdam

T +31 (0)20 722 25 00 F +31 (0)20 722 25 99

REGISTER OF SHAREHOLDERS

of the
private company with limited liability*
~~company limited by shares*~~

Ecuador Cellular Holdings B.V.

name changed to :

name changed to :

registered office : Amsterdam, the Netherlands

rgd. off. changed to :

rgd. off. changed to :

incorporated by deed : of incorporation

executed on : 27 July 2004

before : a substitute of H.J. Portengen

notary in : Rotterdam, the Netherlands

dept.no. ~~NV~~/B.V.* : 1286666

The Articles of Association were amended:

by deed executed on :		by deed executed on :	
before :		before :	
notary in :		notary in :	
by deed executed on :		by deed executed on :	
before :		before :	
notary in :		notary in :	

This register comprises twenty-six numbered and initialled pages, containing particulars of shareholders, usufructuaries and pledgees of shares and holders of depositary receipts issued for shares.
This register contains the particulars of the Company

*** from the date of its incorporation**

***~~from~~** xxxxxxxxxxxxxxxxxxx

Signature(s) of Director(s)
Member(s) of Supervisory Board

ABN AMRO Trust Company (Nederland) B.V.

* delete as appropriate

AUTHORISED CAPITAL

currency shares: ~~NLG~~/EUR*

Number (and class) of shares identifying numbers, if any	nominal value per share	total amount (per class)	initials director(s)/supvr.director(s)
5	18,000	90,000	ABN AMRO Trust Company (Nederland) B.V.
Authorised capital as at 27 July 2004	total	90,000	

Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Authorised capital as at	total		

Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Authorised capital as at	total		

Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Authorised capital as at	total		

* delete as appropriate

ISSUED CAPITAL

currency shares: ~~NLG~~/EUR*

Number (and class) of shares identifying numbers, if any	nominal value per share	total amount (per class)	initials director(s)/supvr.director(s)
1	18,000	18,000	ABN AMRO Trust Company (Nederland) B.V.
Issued capital as at 27 July 2004	total	18,000	

Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Issued capital as at	total		

Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Issued capital as at	total		

Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares,or following change of the currency			initials director(s)/supvr.director(s)
Issued capital as at	total		

* delete as appropriate

PARTICULARS OF EACH SHAREHOLDER
(fully paid shares)

SHAREHOLDER

name : BellSouth International Latin America, Inc.

address : Suite 900, 300 Delaware Avenue
Wilmington, Delaware 19801, United States of America

change of address/name* :

change of address/name* :

FIRST REGISTRATION

event or instrument underlying the acquisition : deed of incorporation, executed on 27 July 2004 before a substitute of H.J. Portengen, civil law notary in Rotterdam, the Netherlands

date of acquisition : 27 July 2004

date of acknowledgment/service* : not applicable

concerns the shares

number (and class) : 1 ordinary share

each of a nominal value of : 18,000 EUR

identifying nos. (if any) :

date of registration :

SPECIAL DETAILS

signature(s)

ABN AMRO Trust Company (Nederland) B.V.

CHANGE**

event or instrument underlying acquisition/alienation* : deed of transfer, executed on 14 October 2004, before a substitute of F.D. Rosendaal, notaris in Amsterdam

date of acquisition/alienation* : 14 October 2004

date of acknowledgment/service* :

concerns the shares

number (and class) : 0

each of a nominal value of :

identifying nos. (if any) :

shares held following change

number (and class) :

each of a nominal value of :

identifying nos. (if any) :

date of registration :

SPECIAL DETAILS

signature(s)

ABN AMRO TRUST COMPANY (NEDERLAND) B.V.

CHANGES CONTINUED OVERLEAF

ABN AMRO Trust Company (Nederland) B.V.

INITIALS TO AUTHENTICATE PAGE 1

* delete as appropriate

** for examples see **SPECIMEN REGISTER** at the back of the register

PARTICULARS OF EACH SHAREHOLDER

(fully paid shares)

SHAREHOLDER

name : Telefónica Móviles, S.A

address : 28001 Madrid, Spain, Goya 24

change of address/name* : Telefonica SA
Gran Via 28, Planta 3
Madrid, MA 28013, Spain

change of address/name* :

FIRST REGISTRATION

event or instrument underlying the acquisition : deed of transfer, executed on 14 October 2004 before a substitute of F.D. Rosendaal, notaris in Amsterdam

date of acquisition : 14 October 2004

date of acknowledgment/service* :

concerns the shares

number (and class) : 1 ordinary share

each of a nominal value of : EUR 18.000

identifying nos. (if any) :

date of registration :

SPECIAL DETAILS

signature(s)

ABN AMRO TRUST COMPANY (NEDERLAND) B.V.

CHANGE**

event or instrument underlying acquisition/alienation* :

date of acquisition/alienation* :

date of acknowledgment/service* :

concerns the shares

number (and class) :

each of a nominal value of :

identifying nos. (if any) :

shares held following change

number (and class) :

each of a nominal value of :

identifying nos. (if any) :

date of registration :

SPECIAL DETAILS

signature(s)

CHANGES CONTINUED OVERLEAF

INITIALS TO AUTHENTICATE PAGE 2

* delete as appropriate

** for examples see **SPECIMEN REGISTER** at the back of the register