



The State of Texas

Secretary of State



Requested for use in ECUADOR

Not for use within the United States of America

This Apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- | | |
|--------------------------------|--|
| 1. Country | United States of America |
| This public document | |
| 2. has been signed by | DEBRA LYNNE PRICE |
| 3. acting in the capacity of | Notary Public, State of Texas |
| 4. and bears the seal/stamp of | DEBRA LYNNE PRICE,
Notary Public, State of Texas,
Commission Expires: 08-19-15 |

CERTIFIED

- | | |
|---------------------------------------|---------------------|
| 5. at Austin, Texas | 6. on July 12, 2012 |
| 7. by the Secretary of State of Texas | |
| 8. Certificate No. N-860987 | |
| 9. Seal | 10. Signature: |



Hope Andrade
Secretary of State

ST/mr

POWER OF ATTORNEY



Know all men by these presents that **DIAB SALES INC.**, a company incorporated under the laws of the State of Delaware, has constituted and granted this **POWER OF ATTORNEY**, based upon the following terms:

FIRST: Parties.- To attend the execution of this legal instrument **CHARLES ADRIAN PREVITE**, representative of **DIAB SALES INC.**, company constituted under the laws of the State of Delaware, as certified in the document that is attached to this document, and therefore with sufficient powers to grant this Power of Attorney according to the company's bylaws.

SECOND: Background.-

2.1.- **DIAB SALES INC** is shareholder of **DIAB ECUADOR S.A. DIVINYCELL**, owner of one (1) ordinary and nominative share in the amount of one dollar of the United States of America;

2.2.- The article 6 of Ley de Compañías del Ecuador (Ecuadorian Corporate Law), in force, indicates that overseas companies that are shareholders of Ecuadorian companies must have an attorney or representative in Ecuador who, on its behalf and its name, individually, answers any lawsuit and complies with its obligations. This attorney will not be personally responsible, under any circumstances, for the obligations of the overseas companies.

THIRD: Power of attorney.- In lieu of the above, **CHARLES ADRIAN PREVITE**, as legal representative of **DIAB SALES INC.**, appoints **CARLOS ENRIQUE FRANCO SOLÍS**, with ID No.0907867576 as the company's true and lawful attorney with sufficient powers to answer any lawsuit against the company, as well as to comply with the obligations set forth in Ley de Compañías del Ecuador (Ecuadorian Corporate Law).

CHARLES ADRIAN PREVITE

Passport No.: 442921338

For and on behalf

DIAB SALES INC

State of Texas

County of Dallas

Before me, a notary public, on this day April 23, 2012, personally appeared Stephen Leonard Jackson and Charles Adrian Previte, personally known to me.



Notary Public



The State of Texas
Secretary of State



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- | | |
|---------------------------------------|---------------------|
| 5. at Austin, Texas | 6. on July 12, 2012 |
| 7. by the Secretary of State of Texas | |
| 8. Certificate No. N-860988 | |
| 9. Seal | 10. Signature: |



Hope Andrade
Secretary of State

ST/mr

PODER ESPECIAL



Se da a conocer por medio del presente poder que **DIAB SALES INC**, compañía constituida bajo las leyes del Estado de Delaware, constituye y otorga el presente **PODER ESPECIAL**, al tenor de las cláusulas que a continuación se expresan:

PRIMERA: Compareciente.- Comparece a la celebración de este instrumento el señor **CHARLES ADRIAN PREVITE**, representante de la compañía **DIAB SALES INC**, constituida bajo las leyes del Estado de Delaware, según consta del documento que se incorpora a este instrumento y, por tanto, con facultades suficientes para otorgar el presente poder de acuerdo con lo establecido en el estatuto social de la compañía.

SEGUNDA: Antecedentes.-

Dos.uno.- La compañía **DIAB SALES INC** es accionista de **DIAB ECUADOR S.A. DIVINYCELL**, con un total de una (1) acción ordinaria y nominativa de valor un dólar de los Estados Unidos de América cada una;

Dos.dos.- El Art.6 de la Ley de Compañías del Ecuador, en actual vigencia, establece que para el caso de sociedades extranjeras que sean accionistas de compañías ecuatorianas, deberán tener en Ecuador un apoderado o representante que pueda, en su nombre y representación, en forma individual, contestar las demandas y cumplir las obligaciones respectivas, el que por ningún motivo será personalmente responsable de las obligaciones de la compañía extranjera antes mencionada.-

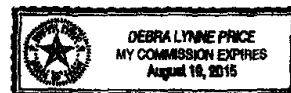
TERCERA: Poder Especial.- Con este antecedente, **CHARLES ADRIAN PREVITE**, por los derechos que representa de la compañía **DIAB SALES INC**, otorga expresamente a favor del señor **CARLOS ENRIQUE FRANCO SOLÍS**, con cédula de identidad No.0907867576, poder suficiente para contestar las demandas que pudieran presentarse en contra de la compañía, así como para cumplir con las obligaciones establecidas en la Ley de Compañías del Ecuador.

CHARLES ADRIAN PREVITE
Pasaporte EE.UU.: 442921338
Por y en representación de
DIAB SALES INC

State of Texas
County of Dallas

Before me, a notary public, on this day April 23, 2012, personally appeared Stephen Leonard Jackson and Charles Adrian Previte, personally known to me.

Notary Public



De conformidad con el numeral 5 del Artículo 18 de la Ley
Notarial reformado por el Decreto Supremo Numero 2386 de
Marzo 31 de 1978, publicada en el Registro Oficial No 564
del 12 de Abril de 1978, DOY FE Que la copia precedente
que consta de fojas es igual al documento
que se me exhibe.- Guayaquil



21 ENE 2014

DR. Humberto Moya Flores
Notario XXXVII de Guayaquil