

POWER OF ATTORNEY

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

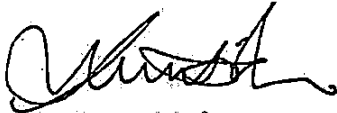
FIRST: Parties.- To attend the execution of this legal instrument **LENNART THÄLIN**, representative of **DIAB INVESTMENTS INC**, company constituted under the laws of the State of Texas, as certified in the document that is attached to this document, and therefore with sufficient powers to grant this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

SECOND: Background.-

2.1.- **DIAB INVESTMENTS 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.

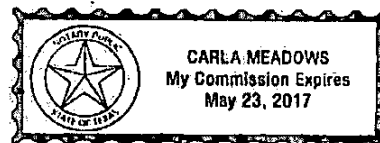
THIRD: Power of attorney.- In lieu of the above, **LENNART THÄLIN**, as legal representative of **DIAB INVESTMENTS INC**, appoints **CARLOS ENRIQUE FRANCO SOLÍS**, with ID No.0907867576 as the company's true and lawful attorney with sufficient powers to answer any lawsuit against the company, as well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



LENNART THÄLIN
Passport No.: 81330138
For and on behalf
DIAB INVESTMENTS INC

Before me, a notary public, on this day September 9th 2014, personally appeared Lennart Thälin, personally known to me.


Notary Public



DIAB INVESTMENTS INC

Legal Representative Certificate of Identity



By this present, DIAB Investments Inc, a company incorporated under the laws of the State of Texas, certifies that Lennart Thälin, Executive Group Vice President of the company, is the legal representative of DIAB Investments Inc.

I hereby certify the above on behalf of DIAB Investments Inc.

A handwritten signature in cursive script, appearing to read "Stephen L. Jackson".

Stephen L. Jackson, VP Operations
For DIAB Investments Inc

Date: September 9th 2014

Address: 315 Seahawk Drive, DeSoto, Texas 75115

Telephone: (972) 228-7600

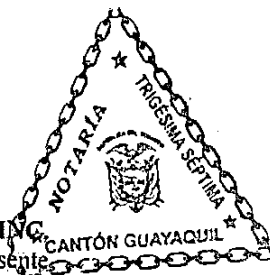
The legal representative: Lennart Thälin, Executive Group Vice President

Remark: Legal representation allows the delegate to take care of business, duties and rights of the principal, or to delegate them according to conditions agreed at the time of the creation of the representation.

Before me, a notary public, on this day September 9th 2014, personally appeared Stephen L. Jackson, personally known to me.

A handwritten signature in cursive script, appearing to read "Carla Meadows".
Notary Public

PODER ESPECIAL



Se da a conocer por medio del presente poder que **DIAB INVESTMENTS INC**, compañía constituida bajo las leyes del Estado de Texas, 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 **LENNART THÁLIN**, representante de la compañía **DIAB INVESTMENTS INC**, constituida bajo las leyes del Estado de Texas, 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 INVESTMENTS 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.-

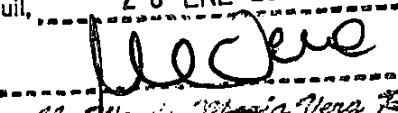
TERCERA: Poder Especial.- Con este antecedente, **LENNART THÁLIN**, por los derechos que representa de la compañía **DIAB INVESTMENTS INC**, otorga expresamente a favor del señor **CARLOS ENRIQUE FRANCO SOLÍS**, con cédula de identidad No.0907867576, poder suficiente para contestar las demandas que pudieran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


LENNART THÁLIN

Pasaporte EE.UU.: 81330138

Por y en representación de
DIAB INVESTMENTS INC

Ab. Wendy Maria Vera Rios, Notaria Trigesima Séptima del Cantón Guayaquil, da conformidad con el numeral 5 del artículo 14 de la Ley Notarial vigente DOY FE. Que la fotocopia precedente compuesta de (2) fojas, es igual al documento original
Guayaquil, 28 ENE 2015


Ab. Wendy Maria Vera Rios, Notaria Trigesima Séptima del Cantón Guayaquil, personalmente aparecida

Before me, a notary public, on this day September 28, 2014, personally appeared Lennart Thálin, personally known to me.


Notary Public

