

Apostille

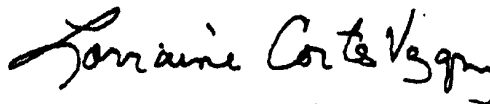
(Convention de La Haye du 5 Octobre 1961)

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1. Country: United States of America
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 23rd day of December 2009
7. by Secretary of State, State of New York
8. No. NYC-10730924A
9. Seal/Stamp
10. Signature



Lorraine Cortes Vazquez
Secretary of State

I, Marina Cristiani, of Citco Corporate Services Inc., hereby certify that the attached Special Power of Attorney (Poder Especial) has been signed by Nicolas Recondo and Agustin Giavedoni, authorized signatories of Tortola Corporation Company Limited, Director of Olimpo Holdings Corp., a Company organized and existing under the laws of the British Virgin Islands.

This document will be used in Ecuador.

Marina Cristiani

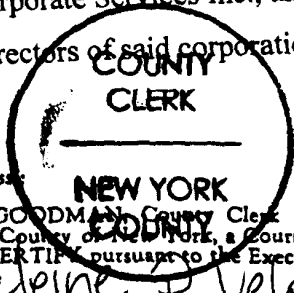
Marina Cristiani

State of New York)

) ss.:

County of New York)

On December 18th, 2009 before me personally came Marina Cristiani, to me known, who, being by me duly sworn, did depose and say that she is of Citco Corporate Services Inc., and that she signed her name by authority of the Board of Directors of said corporation.



State of New York
County of New York, } ss.

NEW YORK

751334 Form 1

2009

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Madeline P. Velasquez

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

DEC 21 2009

FEE PAID \$3.00

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County



SPECIAL POWER

FIRST: GRANTORS : We Nicolas Recondo and Agustin Giavedoni acting as legal representatives of Tortola Corporation Company Limited, Director of **OLIMPO HOLDINGS CORP.**, and international financial company that abides under the legal dispositions of the British Virgin Islands, with an office registered in Wickhams Cay, P.O. Box 662, Road Town, Tortola, British Virgin Island; with the capacity in law to oblige and contract on behalf of the society, free and voluntarily, by the rights we represent, grant a special power with the following conditions.

SECOND: - ANTECEDENT : a) The company **OLIMPO HOLDINGS CORP.**, is an organized international business company, that works under the law and regulations of the British Virgin Islands, without a permanent establishment in Ecuador, that does not do any other economic activity, regularly or occasionally in that country. b) The company **OLIMPO HOLDINGS CORP.**, has in Ecuador interest and investments through the property of shares in the Ecuadorian company called **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**, company identified with Unified Tax Contributors Registry number 1791155521001, permanently established in the city of Cayambe, canton Cayambe, province of Pichincha, which social object and principal activity is related with cultivation, production, importing, exporting, commercializing and distributing of agroindustrial products, specially flowers of every species and characteristics.

THIRD. - EMPOWERED : With the antecedents mentioned before, the grantors, above described, give a special power, ample and sufficient as law requires in favor of **DIEGO MAURICIO CERDA RAMIREZ**, Ecuadorian, bearer of the Ecuadorian national identification document number 050142148 - 1, with legal age to contract, married, lawyer as profession, professional identification 412 C.A.X., living at Avenida Colon number E4 -105 and 9 de Octubre, Edificio Solamar, sixth floor, office 610, Quito, Ecuador.

FOURTH. - POWER: The empowered is authorized and has ample powers to act in the name of and in representation of The company **OLIMPO HOLDINGS CORP.** on every act and legal matters that show up in Ecuador and that are related with their investment through the shares in the company **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"** specially, the empowered is authorized to assist, participate and vote in the Ordinary Shareholder Meetings, Universal Shareholder Meetings or Extraordinary Shareholders Meetings. There for the empowered is fully authorized act with voice and vote and take part directly in the resolutions that the General Board related with the issues to be studied, having all faculties of representation and that to our represented correspond as a shareholder of the company **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**. The empowered has the capacity to give, emit or concede, any time that is required, a complete list of all shareholders of the company **OLIMPO HOLDINGS CORP.**, with the details of their first and last names, marital status,

PODER ESPECIAL

PRIMERA.- OTORGANTES: Nosotros, Nicolas Recondo y Agustin Giavedoni, en nuestra calidad de Apoderados y como tales representantes de la Sociedad **Olimpo Holdings Corp.**, compañía financiera internacional organizada y que labora bajo las disposiciones legales de las Islas Vírgenes Británicas, con oficina registrada en Wickhams Cay, apartado 662, Road Town, Tortola, Islas Vírgenes Británicas; capaces en derecho para obligar y contratar en nombre de la Sociedad, libre y voluntariamente, y por los derechos que representamos, otorgamos poder especial, de conformidad a las estipulaciones que siguen.

SEGUNDA.- ANTECEDENTES: a) La Sociedad **Olimpo Holdings Corp.**, es una empresa internacional de negocios, organizada y que labora bajo las disposiciones legales de las Islas Vírgenes Británicas, sin domicilio ni establecimiento permanente en el Ecuador, ni realiza ninguna otra actividad empresarial, ni habitual ni ocasionalmente en dicho país. b) La Sociedad **Olimpo Holdings Corp.**, mantiene en el Ecuador intereses e inversiones a través de la propiedad de Acciones en la compañía ecuatoriana denominada **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**, empresa identificada con el Registro Único de Contribuyentes número **1791155521001**, con domicilio permanente en la ciudad de Cayambe, cantón Cayambe, provincia de Pichincha, cuyo objeto social y actividad principal está relacionada con el cultivo, producción, importación, exportación, comercialización y distribución de productos agroindustriales, en especial, flores de toda especie y característica.

TERCERA.- APODERADO: Con los antecedentes expuestos, los otorgantes, en la calidad arriba invocada otorgan poder especial, amplio y suficiente cual derecho se requiere en favor del señor **DIEGO MAURICIO CERDA RAMIREZ**, ecuatoriano, portador de la cédula de ciudadanía número 050142148-1, mayor de edad, casado, de profesión abogado, con matrícula profesional número **412 C.A.X.**, domiciliado en la avenida Colón número E4-105 y 9 de Octubre, edificio "Solamar", sexto piso, oficina 610, Distrito Metropolitano de Quito, República del Ecuador.

CUARTA.- PODER: El apoderado está facultado y goza de amplios poderes para que actúe en nombre y en representación de la sociedad **Olimpo Holdings Corp.**, en todos los actos y asuntos de carácter legal que se presenten en la República del Ecuador y que estén relacionados con su inversión a través de la propiedad de las Acciones en la compañía **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**, en especial, el apoderado está facultado para que asista, participe y vote en las Juntas Ordinarias, Universales o Extraordinarias de Accionistas. Por tanto, el apoderado está plenamente autorizado para actuar con voz y voto e intervenir directamente en las resoluciones que las Juntas Generales tomen con relación a los asuntos a ser tratados, gozando de todas las facultades de representación y de las que a

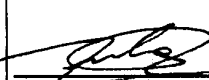
If they were natural persons, or the legal name or denomination if they were a company. In both cases he can name their nationality and place where they live, certificate that can be certify in a Public Notary. The mandatory, has the faculty to assist and participate in the Board of Directors they are held to decide about the designation of new administrators, changes in the company statutes, capital increases, any transformation, fusion or schism of the company. He can also resolve over the participation of the company **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"** as an associate or shareholder of other Ecuadorian or foreign companies already existing or to be created. The mandatory is invested with full powers to realize any act determined by the Laws of Ecuador, in special, to answer demands and comply with obligations on the name of the Grantors. This does not imply, under any cause or circumstance, that the empowered or representative, is responsible direct or indirectly of the obligations of the foreign company **OLIMPO HOLDINGS CORP.**, In the same way, we want to ratify and confirm that all the efforts, acts and participations of the Mandatory in each and every Shareholders General Meeting, that have been held before this special power is granted, and in which he has acted with voice and vote in the name and representation of the company **OLIMPO HOLDINGS CORP.**, since this is shareholder of the company **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**; are confirmed and therefore all decisions, agreements or resolutions are ratified. This special power is granted in accordance and for the effects foreseen by the Article 6 of the Law of Companies standing in the Republic of Ecuador, modified by the Reformatory Law published in the Official Registry No. 591 of May 15 of 2.009. For the effect it is given to the Mandatory all the common faculties for the solicitors, including the special ones that are part of the article 44 of the Ecuadorian Civil Procedure Code, and for this no private or public authority of this country can say the Special Power is insufficient.

Signature **OLIMPO HOLDINGS CORP.**


Nicolas Recondo and Agustin Glavedoni
Attorneys-in-Fact
Of
Tortola Corporation Company Limited
Director

nuestra representada le correspondan como Accionista de la Compañía **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**. El Apoderado está facultado para emitir, conceder u otorgar, cada vez que fuere necesario, una lista completa de todos los socios, accionistas o miembros que conformen la Sociedad **Olimpo Holdings Corp.**, con la indicación de sus nombres, apellidos y estados civiles, si fueren personas naturales, o la denominación o razón social, si fueren personas jurídicas y, en ambos casos, sus nacionalidades y domicilios, la misma que podrá ser suscrita y certificada ante Notario Público. El Mandatario, está facultado para participar en las Juntas que se realicen para decidir y resolver sobre la designación de administradores, reforma de Estatutos, aumentos de capital, transformación, fusión o escisión de la Compañía. Podrá, de igual forma, resolver sobre la participación de **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**, como socia o accionista de otras compañías ecuatorianas o extranjeras constituidas o por constituirse. El mandatario está investido de plenos poderes para realizar cualquier acto determinado por las Leyes del Ecuador, en particular, para que pueda contestar demandas y cumplir las obligaciones a nombre de la Mandante. Sin que esto implique, por ningún motivo ni circunstancia, que el Apoderado o representante sea responsable ni directo ni indirecto de las obligaciones de la compañía extranjera **Olimpo Holdings Corp.**. De igual forma ratificamos y confirmamos las gestiones y participaciones del Mandatario en todas y cada una de las Juntas Generales de Accionistas, que se hayan realizado con anterioridad a este poder, y en las cuales haya actuado con vos y voto a nombre y en representación de la Sociedad **Olimpo Holdings Corp.**, desde que esta es Accionista de la compañía **FLORES ECUATORIANAS DE CALIDAD S.A. "FLORECAL"**; quedando, por ende, ratificadas las decisiones y acuerdos que se hayan adoptado y las resoluciones tomadas. Este Poder se otorga de conformidad y para los efectos previstos por el Artículo 6 de la Ley de Compañías vigente en la República del Ecuador, modificado por la Ley Reformatoria publicada en el Registro Oficial No. 591 del 15 de mayo de 2009. Al efecto se confiere al mandatario, todas las facultades comunes a los procuradores, incluso las especiales consignadas en el artículo 44 del Código de Procedimiento Civil ecuatoriano, por lo que ninguna autoridad pública o privada de ese país podrá alegar insuficiencia de Poder.

Firma: **OLIMPO HOLDINGS CORP.**


Nicolas Recondo and Agustin Glavedoni
Attorneys-in-Fact
Of
Tortola Corporation Company Limited
Director

