



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Kathryn D. Jordan

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Twelfth day of February, A.D., 2013

7. by Secretary of State, State of Florida

8. No. 2013-18166

9. Seal/Stamp:



10. Signature:

Ken Deitzner

Secretary of State

DSDE 99 (2/12)

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PODER ESPECIAL Y PROCURACIÓN JUDICIAL



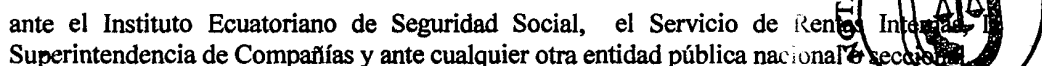
Otorga el presente poder especial la compañía PROCHEM INC. por intermedio del señor Louis Stinson, Jr., apoderado de STEWART AGENT SERVICES, compañía que representa legalmente a PROCHEM INC. La calidad en la que comparece el señor Louis Stinson, Jr., y la representación legal que STEWART AGENT SERVICES tiene de PROCHEM INC., se acreditan con los documentos que se agregan a este poder.

AdS

PROCHEM INC., a la que en adelante se podrá denominar también “la Compañía Poderdante” o “la Poderdante”, sociedad legalmente establecida y con domicilio en Medley, en el estado de Florida, Estados Unidos de América, por medio del presente documento, confiere poder especial y procuración judicial, amplios y suficientes, cual en derecho se requiere, a favor del doctor Héctor Marcelo Erazo Bastidas, en adelante denominado “el Apoderado”. El doctor Héctor Marcelo Erazo Bastidas es abogado, de nacionalidad ecuatoriana, portador de la cédula de ciudadanía No. 170141460-7 y con matrícula profesional No 2039 del Colegio de Abogados de Pichincha.

Este poder faculta al Apoderado para que, ejecute los siguientes actos a nombre de PROCHEM INC.:

1. Asista a nombre de la Compañía Poderdante con voz y voto a las juntas generales de las compañías en las cuales la Poderdante sea socia o accionista y suscriba las actas respectivas.
2. Firme los talonarios de los títulos de acciones que sean emitidos a nombre de la Poderdante por las compañías en las cuales sea accionista.
3. Adquiera acciones en la compañía ecuatoriana PRODUTÉCNICA S. A., acepte las acciones a favor de la Poderdante; firme los respectivos documentos de transferencia de acciones; acuerde el precio y forma de pago, pague el precio que se convenga. Extienda recibos o facturas, Suscriba los respectivos contratos, según corresponda, suscriba o endose el título traslativo de dominio, materia de la adquisición; solicite se inscriba la transferencia de acciones en el libro de acciones y accionistas, y suscriba los documentos que sean necesarios para perfeccionar dichas transferencias y negociaciones;
4. Llene y suscriba los formularios requeridos por la Superintendencia de Compañías con los datos de los accionistas y administradores de la Poderdante y otros datos; presente ante dicha entidad estos formularios y la documentación adicional que por ley corresponda.
5. Solicite a la Superintendencia de Compañías datos de las compañías ecuatorianas de las cuales la Poderdante sea socia o accionista incluyendo nómina de socios o accionistas, nombres y datos de los administradores y cualquier otra información que la Poderdante requiera.
6. Ejercer a nombre de la Poderdante las facultades y derechos así como las obligaciones establecidas en la ley para los socios y accionistas de compañías sujetas a su control, en particular las referentes a los artículos ciento catorce y ciento quince, doscientos siete al doscientos veintiuno y al artículo posterior a este último agregado por el artículo trece de la Ley Reformatoria a la Ley de Compañías publicada en el Registro Oficial quinientos noventa y uno del quince de mayo del dos mil nueve.
7. Represente a la Poderdante ante organismos públicos y privados, ante autoridades administrativas, seccionales, municipales, policiales, y cualquier otra que fuere necesario, presentando solicitudes, reclamos, impugnaciones, apelaciones, recursos y realizando cualquier trámite de tipo administrativo en que tenga interés la Poderdante, especialmente



SPECIAL POWER OF ATTORNEY AND JUDICIAL ENFORCEMENT



This special power is granted by the company PROCHEM INC., through Mr. Louis Stinson, Jr. (full names), proxy of STEWART AGENT SERVICES, company that legal represents PROCHEM INC. The capacity in which Mr. Louis Stinson, Jr., appears and the legal representation that STEWART AGENT SERVICES has on PROCHEM INC., are credited with the documents attached to this power of attorney.

PROCHEM INC., Which may hereinafter also called "the granting company" or "Granter", a company legally established and domiciled in Medley, in the state of Florida, United States of America, hereby, gives special power and law courts, ample and sufficient, which is required by law, on behalf of Dr. Hector Marcelo Erazo Bastidas, hereinafter called "the Trustee". Dr. Marcelo Hector Erazo Bastidas is lawyer, with Ecuadorian nationality, identity card No. 170141460-7 and professional registration No 2039 from Colegio de Abogados de Pichincha.

This power enables the trustee to run the following acts on behalf of PROCHEM INC.:

1. Attend on behalf of the granter to general meetings of companies in which the granter is a partner or shareholder and subscribe the respective proceedings.
2. Sign forms of share certificates that are issued on behalf of the granter by the companies in which the granter is a shareholder.
3. Buy shares in the Ecuadorian company Produtecnica S. A., accepts the shares in favor of the granter; signs respective transfer documents of shares; agree the price and terms of payment, pay the price agreed. Extend receipts or invoices, Subscribe respective contracts, as appropriate, subscribes or endorses the title involving transfer of title, matter of acquisition, requests the registration of the transfer of shares in the book of shares and shareholders, and signs the necessary documents to improve those transfers and negotiations;
4. Complete and sign the forms required by the Superintendence of Companies with data from the shareholders and managers of the granter and other data; Presents to that entity these forms and additional documentation applicable by law.
5. Request to the Superintendence of Companies data of Ecuadorian companies of which the granter is a partner or shareholder, including payroll of partners or shareholders, names and details of the directors and any other information required by the granter.
6. Execute on behalf of the granter the powers and rights and obligations under the law to the partners and shareholders of the companies under their control, in particular those relating to the articles 114 and 115, 207 y 221 and to the later Article, added to this last one by section thirteen of the amending Law of the law of Companies published in the Official record five hundred ninety-one of May 15, 2009.

9. Appear as a Judicial Attorney on behalf of the grantor and to represent it judicial and extrajudicial as plaintiff or defendant in actions, proceedings and prosecutions and in any judicial or administrative act, present all kinds of documents, requests, demands and complaints, answer to any of them which might be against the grantor, propose exceptions, attend meetings or conciliations, preliminary or final in cases in which the grantor is a party and all judicial proceedings; Request, evacuate and present evidence contesting the contrary, ask for clarification or expansion of judgments, provide remedies, appeals, objections, to submit to the decision of arbitrators or mediation. This power enables the proxy to, act with all the relevant powers of judicial prosecutors, including those mentioned in article forty-four of the Civil Procedure Code.

Stewart Agent Services

By: Lee Jones

FEIN 59-3764088

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11 day of February, 2013, by Louis Stinson, Jr., a Manager of Stewart Escrow Services, LC, d/b/a Stewart Agent Services a Florida limited liability company, on behalf of the Company. He is personally known to me or has produced - none - as identification and did not take an oath.

NOTARIA TRIGESIMA CUARTA DE QUITO EN
 APLICACION A LA LEY NOTARIAL DOY FE que
 la fotocopia que ANTECEDE está conforme con
 el original que fue presentado (1) ILGA

en: Folio:
Quito a 4/5/2013



Dr. Alfonso di Donato Salvador
NOTARIO TRIGESIMO CUARTO
CANTON QUITO

Kathryn D. Jordan
Signature of Notary **KATHRYN D. JORDAN**
MY COMMISSION # DD 905398
EXPIRES: August 3, 2013
Bonded thru Budget Notary Services

Printed Name of Notary Public _____
Notary Public State of Florida _____
My Commission Expires: _____