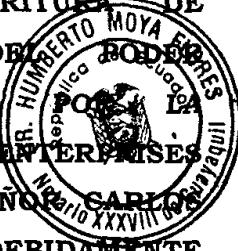


\*No. 622/2009 ESCRITURA DE  
PROTOCOLIZACIÓN DE Poderes  
GENERAL OTORGADO POR LA  
COMPAÑÍA ACCENT ENTERPRISES  
LLC A FAVOR DEL SEÑOR CARLOS  
HEINZ MOELLER DEBIDAMENTE  
APOSTILLADO JUNTO CON SU  
TRADUCCIÓN A CASTELLANO.-----  
**CUANTÍA: INDETERMINADA.**-----

En la ciudad de Guayaquil, a los dieciséis días del mes de Octubre del año dos mil nueve, ante mí Abogado **PEDRO ENRIQUEZ LEÓN**, Notario Suplente Trigésimo Octavo del Cantón Guayaquil.



Señor Notario:

Sírvase protocolizar en el Registro de Escrituras Públicas a su cargo el ~~Acta~~ ~~de~~ ~~apostillado~~ ~~por~~ ~~compañía~~ ~~Accent~~ ~~Enterprises~~ ~~LLC~~ a favor del señor Carlos Heinz Moeller debidamente apostillado junto con su traducción a castellano.

*Roxana Zavala*

Ab. Roxana Zavala Luque

Reg. No. 13.355 CAG



**Estado de Wyoming**

(Gran sello del Estado de Wyoming)

**Oficina del  
SECRETARIO DE ESTADO**

**Apostilla**

(Convención de La Haya de 5 de octubre 1961)



1. País: Estados Unidos de América  
Este documento público
2. ha sido  
firmado por Therese M. Hoard
3. actuando en  
calidad de Notaria Pública, del condado de Laramie, Estado de Wyoming
4. lleva el sello/estampa de(l) Estado de Wyoming

**Certificado**

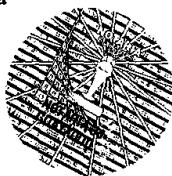
5. en Cheyenne, Wyoming
6. el 29 de septiembre de 2009
7. por Yolanda M. González, Registradora Mercantil, Estado de Wyoming
8. No 47059
9. (Gran sello del Estado de Wyoming)
10. Firma

(Yolanda M. González)

**Razón:**

Certifico que el presente documento es una fiel traducción de su original el cual se encuentra en el idioma inglés.

*Roxana Zavala*  
**Roxana Zavala Luque**  
**Traductora**



Es lo mismo que figura en su Cédula de  
Ciudad, fá i... 0914973975 1/1  
Guayaquil, 15 09 2009 dí  
J. B. J.

AB: PEDRO ENRIQUEZ LEON  
Notario Suplente Trigésimo Octavo del Cantón Guayaquil

Heinz Enterprises LLC ("the Corporation")  
GENERAL POWER OF ATTORNEY

This instrument grants a General Power of Attorney as full as it may be legally necessary in favor of Carlos Heinz Moeller, with Ecuadorian Identification Number 0908618820 to act on behalf of the Corporation individually, in all countries and territories of the world except the United States of America (the Territory) unless otherwise indicated in this document, with full powers, which for purposes of enunciation and not in order to limit this General Power of Attorney, are detailed as follows: To purchase, alienate, transfer, sell, lease, pledge, mortgage, encumber, or dispose of in any way or manner, the movable or immovable, corporeal or incorporeal, property of the Corporation; to accept, endorse, collect, deposit and transfer checks, notes and any other negotiable instruments in its name; to open and to close any kind of banking account, to draw from accounts and the banking deposits of the Corporation, be they checking accounts, time deposits or against overdraft or any other kind of deposits, in the Territory and inside the United States of America. To issue notes, sign, bills of exchange as a drawer, acceptor, endorser or guarantor; accept obligations, be they of a commercial or civil nature; to represent the Corporation in matters of disposition and administration as well as in all affairs of management and situations in which the Corporation has an interest, also in general partnerships or joint ventures; to buy stock or shares of any kind in other companies; to take part in Assemblies or meetings in order to make any kind of agreements, including agreements of constitution, transformation, increase of capital and dissolution of companies, to become the legal representative of the Corporation, as plaintiff, defendant, third party or in any other form, in front of any office of the Territory including the United States of America, be they judicial, administrative, concerning labor, or of any other nature; to subscribe documents wherein the corporation may be involved as debtor or creditor; to make agreements using arbitrators or any other type of arrangement whatsoever and to complete any act or to enter into any contract that it be considered beneficial to the interests of the company because it is the intention of this General Power of Attorney that it be exercised without any limitations whatsoever, regarding the faculties mentioned above. It is not permitted to substitute this power of attorney, totally or partially. It is hereby expressed that this Power of Attorney can be exercised in the territory of the Republic of Panama or in any other country.

Por el presente se otorga la siguiente Poder Notarial amplio y plenaria, que se demuestra y reputa fecho a favor del señor Carlos Heinz Moeller, ciudadano ecuatoriano con Cédula de Número 0908618820 para que sea suyo el poder o mandado que sigue: resalgar y verdadero en todos los países y territorios del mundo excepto los Estados Unidos de América (el Territorio) salvo lo indicado en este instrumento, con poderes absolutos en representación de la Compañía, para comprar, enajenar, transferir, vender, arrendar, pignorar, hipotecar y gravar o disponer en cualquier otra forma de los bienes muebles o inmuebles, corpóreos o incorpóreos de la Compañía; para recibir, endosar, cobrar, - depositar y transferir cheques, órdenes de pago y cualquier otro documento, negociable a su favor; para abrir y cerrar cuentas bancarias de toda clase; para girar contra las cuentas y depósitos bancarios de la Compañía, ya sean corrientes, a plazo, de sobreiro o de cualquier otra clase, dentro o fuera del Territorio; para otorgar pagarés, firmar letras de cambio como girador, aceptante, endosante o avalista; para aceptar obligaciones, sean comerciales o civiles; para representar a la Compañía tanto en los actos de administración y/o disposición como en todas las gestiones y actuaciones, en que esté interesada y en relación con otras sociedades regulares o accidentales; para comprar acciones o participaciones de compañías de cualquier naturaleza; para participar en asambleas o reuniones y llevar a cabo cualquier tipo de acuerdo, incluso los de constitución, transformación, aumento de capital, disolución y liquidación de sociedades; para que asuma la representación legal de la Compañía ya fuere como demandante, demandada, tercerista o simple interesada; ante cualesquier autoridades del Territorio o de los Estados Unidos de América, sean éstas judiciales, administrativas, laborales o de otra índole; para sustituir este poder total o parcialmente y revocar las sustituciones; para suscribir documentos en que la Compañía sea parte como deudora o acreedora; para firmar y ejecutar conjunta o individualmente con cualquier otra firma autorizada todos o cualesquier documentos en representación de la Compañía; para celebrar acuerdos mediante el uso de árbitros o cualquier otro tipo de acuerdo de la índole que fuere, y para llevar a cabo cualquier acto o celebrar cualquier contrato que considere conveniente a los intereses de la Compañía; todos estos poderes se ejercerán

agreements using arbitrators or any other arrangement whatsoever and to complete or to enter into any contract that it be deemed beneficial to the interests of the company. It is the intention of this General Power of Attorney that it be exercised without any limitations whatsoever, regarding the faculties mentioned above. It is permitted to substitute or delegate this Power of attorney, totally or partially. It is hereby expressed that this Power of Attorney can only be exercised outside the territory of the United States of America.

Sign, sealed, delivered in Cheyenne, Wyoming, on the 28th day of September of the year 2009

By:   
Name: Gerald Pitts on behalf of Kalimbo Associated Ltd.

State of Wyoming

Ss

County of Laramie

The forgoing instrument was acknowledged before me by  
Gerald Pitts, this 28<sup>th</sup> day of  
September, 2009.

  
Notary Signature

Witness my hand and official seal.

My commission  
expires August 30, 2012



sin necesidad de la presentación adicional para demostrar la facultad del Apoderado para actuar en representación de la Compañía. Poder otorgado aquí nombrado Poder, tiene el Poder en presentación de la Compañía que es de los Estados Unidos de América, y no en el extranjero, salvo lo expresamente indicado en este documento.  
Otorgado en Cheyenne, Estado de Wyoming, el día 28 de September de 2009

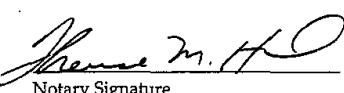
Por:   
Firmado por Gerald Pitts on behalf of Kalimbo Associated Ltd.

State of Wyoming

Ss

County of Laramie

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Gerald Pitts, this 28<sup>th</sup> day of  
September, 2009.

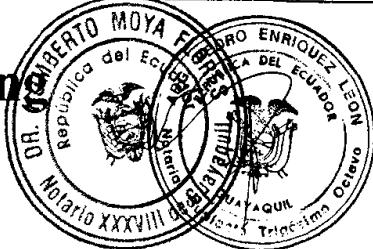
  
Notary Signature

Witness my hand and official seal.

My commission expires August 30, 2012



# State of Wyoming



## Office of the SECRETARY OF STATE

### *Apostille*

(Convention de La Hague du 5 Octobre 1961)

1. Country: United States of America  
This public document

2. has been signed by Therese M. Hoard

3. acting in the capacity of Notary Public, Laramie County, State of Wyoming

4. bears the seal/stamp of the State of Wyoming

#### *Certified*

5. at Cheyenne, Wyoming 6. the 29th day of September, 2009

7. by Yolanda M. Gonzalez, Business Registrar, State of Wyoming

8. No 47059

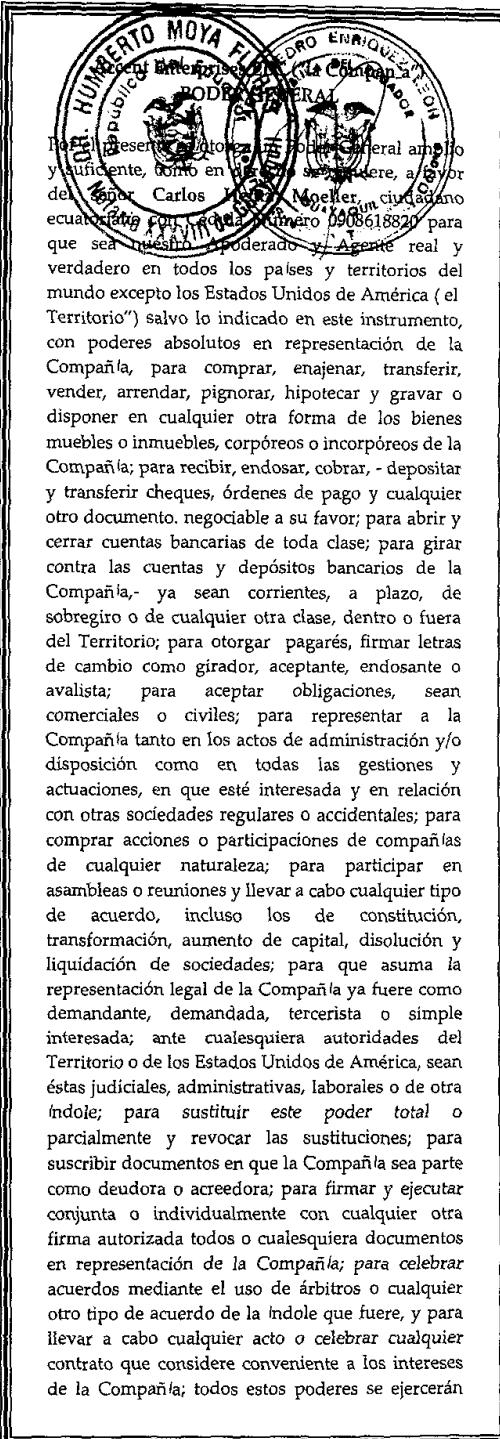
9. 10. Signature

*Yolanda M. Gonzalez*



Joint Enterprises LLC ("the Corporation")  
GENERAL POWER OF ATTORNEY

This is granted a General Power of Attorney as full as it is legally necessary in favor of Carlos Heinz Moeller, Ecuadorian Identification Number 0908618820 to act on behalf of the Corporation individually, in all countries and territories of the world except the United States of America (the Territory) unless otherwise indicated in this document, with full powers, which for purposes of enunciation and not in order to limit this General Power of Attorney, are detailed as follows: To purchase, alienate, transfer, sell, lease, pledge, mortgage, encumber, or dispose of in any way or manner, the movable or immovable, corporeal or incorporeal, property of the Corporation; to accept, endorse, collect, deposit and transfer checks, notes and any other negotiable instruments in its name; to open and to close any kind of banking account, to draw from accounts and the banking deposits of the Corporation, be they checking accounts, time deposits or against overdraft or any other kind of deposits, in the Territory and inside the United States of America. To issue notes, sign, bills of exchange as a drawer, acceptor, endorser or guarantor; accept obligations, be they of a commercial or civil nature; to represent the Corporation in matters of disposition and administration as well as in all affairs of management and situations in which the Corporation has an interest, also in general partnerships or joint ventures; to buy stock or shares of any kind in other companies; to take part in Assemblies or meetings in order to make any kind of agreements, including agreements of constitution, transformation, increase of capital and dissolution of companies, to become the legal representative of the Corporation, as plaintiff, defendant, third party or in any other form, in front of any office of the Territory including the United States of America, be they judicial, administrative, concerning labor, or of any other nature; to subscribe documents wherein the corporation may be involved as debtor or creditor; to make agreements using arbitrators or any other type of arrangement whatsoever and to complete any act or to enter into any contract that it be considered beneficial to the interests of the company because it is the intention of this General Power of Attorney that it be exercised without any limitations whatsoever, regarding the faculties mentioned above. It is not permitted to substitute this power of attorney, totally or partially. It is hereby expressed that this Power of Attorney can be exercised in the territory of the Republic of Panama or in any other country.



agreements using arbitrators or any other arrangement whatsoever and to complete or to enter into any contract that it be deemed beneficial to the interests of the company and it is the intention of this General Power of Attorney that it be exercised without any limitations whatsoever, regarding the faculties mentioned above. It is permitted to substitute or delegate this Power of attorney, totally or partially. It is hereby expressed that this Power of Attorney can only be exercised outside the territory of the United States of America.

Sign, sealed, delivered in Cheyenne, Wyoming, on the 28th day of September of the year 2009

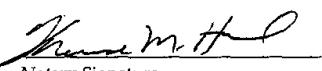
By:   
Name: Gerald Pitts on behalf of Kalimbo Associated Ltd.

State of Wyoming

Ss

County of Laramie

The forgoing instrument was acknowledged before me by  
Gerald A. Pitts this 28<sup>th</sup> day of  
September, 2009.

  
Notary Signature

Witness my hand and official seal.

My commission expires August 30, 2012



sin necesidad de una prueba judicial para demostrar la validez del Apoderado que actúe en representación de la Compañía. La persona aquí nombrada podrá ejercer este Poder en presentación de la Compañía fuera de los Estados Unidos de América, exclusivamente, de acuerdo expresamente indicado en este documento.  
Otorgado en Cheyenne, Estado de Wyoming, el día 28 de September de 2009.

Por:   
Firmado por Gerald Pitts on behalf of Kalimbo Associated Ltd.

State of Wyoming

Ss

County of Laramie

The forgoing instrument was acknowledged before me by  
Gerald A. Pitts this 28<sup>th</sup> day of  
September, 2009.

  
Notary Signature

Witness my hand and official seal.

My commission expires August 30, 2012

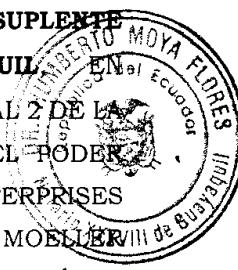




Dr. HUMBERTO MOYA FLORES  
NOTARIO

**RAZÓN: PEDRO ENRIQUEZ LEÓN, NOTARIO SUPLENTE  
TRIGÉSIMO OCTAVO DEL CANTÓN GUAYAQUIL**

CUMPLIMIENTO A LO QUE DISPONE EL ART. 18 NUMERAL 2 DE LA  
LEY NOTARIAL, HE PROCEDIDO A PROTOCOLIZAR EL PODER  
GENERAL OTORGADO POR LA COMPAÑÍA ACCENT ENTERPRISES  
LLC A FAVOR DEL SEÑOR CARLOS HEINZ MOELLER  
DEBIDAMENTE APOSTILLADO JUNTO CON SU TRADUCCIÓN A  
CASTELLANO.-



GUAYAQUIL, OCTUBRE 16 DEL 2.009

De conformidad con el numeral 5 del Artículo 18 de la Ley  
Notarial reformada por el Decreto Supremo Número 2386 de  
Marzo 31 de 1.978, publicada en el Registro Oficial No. 564  
del 12 de Abril de 1.978, DOY FE Que la copia precedente  
que consta de..... fojas es igual al documento AB. **PEDRO ENRIQUEZ LEÓN**  
que se me exhibe.- Guayaquil

**NOTARIO SUPLENTE XXXVIII DEL CANTÓN.**



18 ENE 2013

DR. Humberto Moya Flores  
Notario XXXVIII de Guayaquil



SE **PROTOCOLIZO** ANTE MÍ Y CONSTA DEBIDAMENTE  
REGISTRADA EN EL ARCHIVO A MI CARGO, EN FE DE ELLO  
CONFIERO ESTA **SEGUNDA** COPIA EN **NUEVE** FOJAS ÚTILES QUE  
SELLO, RUBRICO Y FIRMO.

GUAYAQUIL, 16 DE OCTUBRE DEL 2009

**AB. PEDRO ENRIQUEZ LEÓN  
NOTARIO SUPLENTE XXXVIII DEL CANTÓN.**

