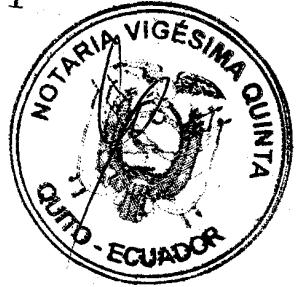


0001
DR. FELIPE ITURRALDE DÁVALOS
NOTARIO



PROTOCOLIZACION No. 892

DEL ACTA DE DIRECTORIO DE LA COMPAÑÍA SYLVANIA S.A. N.V., DE
FECHA 11 DE NOVIEMBRE DEL 2004, Y DEL PODER GENERAL A FAVOR
DEL SEÑOR GERMAN ENRIQUE JAIME SERRANO

CUANTIA:

INDETERMINADA

Quito, a 07 de Diciembre del 2.004

Di: 3 copias



**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
SYLVANIA S.A N.V.**

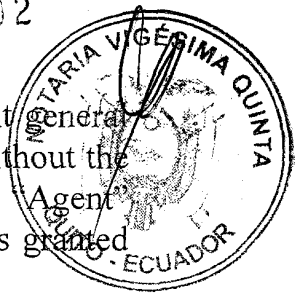
We, the undersigned, being all of the members of the Board of Directors of SYLVANIA S.A. N.V., a corporation duly organized under the laws of the Netherlands Antilles, pursuant to the authority granted by the Bylaws, hereby consent and agree to the adoption of the following resolutions effective as of October 28, 2004,

RESOLVED, that Equity Trust (Curaçao) N.V. in it's capacity as legal representative of SYLVANIA S.A. N.V. is hereby authorized to appear before a Notary Public and in the Company's name and on its behalf to grant a General Power of Attorney in favor of **Mr. German Enrique Jaime Serrano**, holder of the Colombian citizenship card No. 13.836.453, constituting him as the true and lawful General Attorney-in-Fact of the Ecuadorian Branch of SYLVANIA S.A. N.V. (hereinafter the Branch) in the Republic of Ecuador and conferring all powers required to carry out the following acts on behalf and in the name of the Branch in the Republic of Ecuador.

ONE: Act as General Agent of the "Branch" in the Republic of Ecuador and before its public and private entities, courts of law with such ample and sufficient powers as to comply with the Laws of Ecuador.

TWO: Perform all legal acts and matters that will take place in Ecuador with ample and sufficient powers; especially the ability to reply to all legal claims and demands and fulfill contractual obligations.

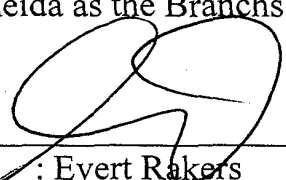
THREE: Sign contracts and agreements with customers, agents and representatives for the sale or leasing of products and services offered by the "Branch". Sign contracts and agreements for the purchase of supplies, services and materials used in the day to day business of the "Branch". This power includes the faculties contained in Art. 415 of the Law of Companies, therefore the "Agent" will have the faculties to perform all legal acts and business which are going to take place in Ecuador.

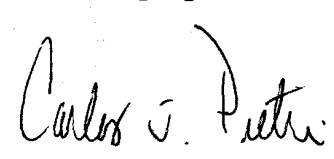


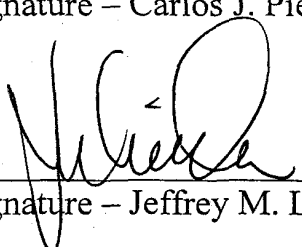
FOUR: Represent the "Branch" in public and private bids. Appoint general and special agents in order to work jointly or separately, with or without the right to assign the power of attorney and with the faculties that the Agent deems convenient. Revoke when deemed convenient, those powers granted to said agents.

FIVE: Open and maintain bank accounts, make deposits, withdrawals, endorsements of all kinds of securities and documents, receive monies from third parties and perform all acts related to the management and administration of the "Branch" in the Republic of Ecuador.

THE **COMPANY**, duly authorized by the resolution of the Board of Directors dated October 28, 2004 CANCELS AND REVOKES the Power of Attorney executed on the **COMPANY's** behalf appointing Eduardo Almeida as the Branch's Attorneys-in-Fact.


 By : Evert Rakers
 For : Equity Trust (Curaçao) N.V.
 Title : Managing Director


 Signature – Carlos J. Pietri


 Signature – Jeffrey M. Linden

STATE OF FLORIDA
 COUNTY OF BROWARD

Before me personally appeared Carlos J. Pietri and Jeffrey M. Linden to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 11th day of November, 2004.



Audrey Jean Wyatt
 Commission #DD307465
 Expires: May 10, 2008
 Bonded Thru
 Atlantic Bonding Co., Inc.


 Notary Public
 State of Florida at Large

pvr

Seen for legalization:

the signature appearing on the attached document of
Mr. **E. RAKERS**, residing in Curaçao, Netherlands Antilles,
in these presents acting in his capacity of managing
director of the limited liability company **EQUITY TRUST**
(CURAÇAO) N.V., established in Curaçao, which company
acts in these presents as the **managing director** of the
limited liability company **SYLVANIA S.A. N.V.**, established
in Curaçao,

by me, Gerard Christoffel Antonius Smeets, a civil-law notary,
residing in Curaçao, on this twenty-eighth day of October two-
thousand four.



APOSTILLE

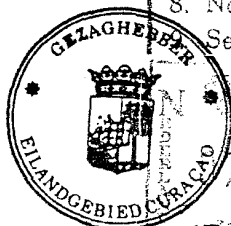
(Convention de la Haye du 5 octobre 1961)

1. Country: *Curacao, Netherlands Antilles*
This public document
2. Has been signed by *G.C.A. Smeets*
3. acting in the capacity of *Civil-Law-Notary of Curaçao*
4. bears the seal/stamp of the aforementioned
G.C.A. Smeets

CERTIFIED

5. at *Curaçao*
6. the **1 NOV 2004**
7. *For the Lieutenant Governor of the Island of Curaçao. the Head of the Dept. "Civil Registry & Elections"*
8. No. *4.130-*
10. Signature:

Seal/Stamp

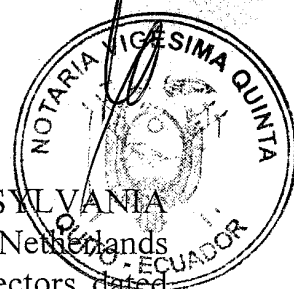


7.50

1 NOV 2004

Ch. P. do Rego

POWER OF ATTORNEY



Equity Trust (Curaçao) N.V. in it's capacity as legal representative of SYLVANIA S.A. N.V. (hereinafter the "Company") domiciled in Curacao, Netherlands Antilles, and duly authorized by the resolution of the Board of Directors dated October 22, 2004, hereby grants a General Power of Attorney to the party named below:

As per Board of Director's Resolution of October 22, 2004, Equity Trust (Curaçao) N.V., in it's capacity as stated above, grants this General Power of Attorney to **Mr. German Enrique Jaime Serrano**, Colombian citizen, holder of the citizenship card No. 13.836.453 (hereinafter the "Agent") such that in the name of the Ecuadorian branch of SYLVANIA S.A. N.V. (hereinafter the "Branch") the following powers and actions may be performed:

ONE: Act as General Agent of the "Branch" in the Republic of Ecuador and before its public and private entities and courts of law with such ample and sufficient powers as to comply with the Laws of Ecuador.

TWO: Perform all legal acts and matters that will take place in Ecuador with ample and sufficient powers; especially the ability to reply to all legal claims and demands and fulfill contractual obligations.

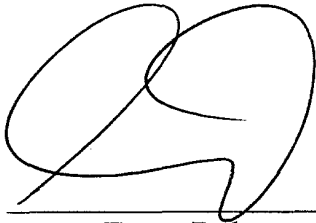
THREE: Sign contracts and agreements with customers, agents and representatives for the sale or leasing of products and services offered by the "Branch". Sign contracts and agreements for the purchase of supplies, services and materials used in the day to day business of the "Branch". This power includes the faculties contained in Art. 415 of the Law of Companies, therefore the "Agent" will have the faculties to perform all legal acts and business which are going to take place in Ecuador.

FOUR: Represent the "Branch" in public and private bids. Appoint general and special agents in order to work jointly or separately, with or without the right to assign the power of attorney and with the faculties that the "Agent" deems convenient. Revoke when deemed convenient, those powers granted to said agents.

FIVE: Open and maintain accounts, make deposits, withdrawals, endorsements of all kinds of securities and documents. Receive monies from third parties and perform all acts related to the management and administration of the "Branch" in the Republic of Ecuador.

THE **COMPANY**, duly authorized by the resolution of the Board of Directors dated October 22, 2004 CANCELS AND REVOKES the Power of Attorney executed on the **COMPANY's** behalf appointing Eduardo Almeida as the Branch's Attorneys- in- Fact.

In witness whereof, SYLVANIA S.A. N.V. by its authorized Representative, hereto signs this power of attorney this, 28 th day of October 2004.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line.

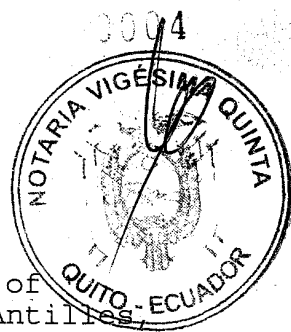
By : Evert Rakers
For : Equity Trust (Curacao) N.V.
Titel : Managing Director

pvr

Seen for legalization:

the signature appearing on the attached document of
Mr. **E. RAKERS**, residing in Curaçao, Netherlands Antilles,
in these presents acting in his capacity of managing
director of the limited liability company **EQUITY TRUST**
(CURAÇAO) N.V., established in Curaçao, which company
acts in these presents as the **managing director** of the
limited liability company **SYLVANIA S.A. N.V.**, established
in Curaçao,

by me, Gerard Christoffel Antonius Smeets, a civil-law notary,
residing in Curaçao, on this twenty-eighth day of October two-
thousand four.



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: *Curaçao, Netherlands Antilles*
This public document
2. Has been signed by *G.C.A. Smeets*
3. acting in the capacity of *Civil-Law-Notary of Curaçao*
4. bears the seal/stamp of the aforementioned *G.C.A. Smeets*

CERTIFIED

5. at *Curaçao*
6. the **1 NOV 2004**
7. *For the Lieutenant Governor of the Island of Curaçao. the Head of the Dept. "Civil Registry & Elections"*
8. No. *4.129-*
10. Signature:

Seal/Stamp



1 NOV 2004

Ch. P. do Rego

ACTA DE DIRECTORIO DE LA COMPAÑÍA SYLVANIA S.A. N.V.

Nosotros, los abajo firmantes, siendo todos los miembros del Directorio de Sylvania S.A. N.V., una compañía debidamente organizada bajo las leyes de Antillas Holandesas, de conformidad con las facultades otorgadas por el estatuto, mediante el presente instrumento acordamos y consentimos la adopción de las siguientes resoluciones, las cuales entrarán en vigencia a partir del 28 de octubre de 2004,

RESUELVE, que Equyti Trust (Curacao) N.V. en su calidad de representante legal, de Sylvania S.A. N.V. mediante el presente instrumento se encuentra autorizado a comparecer ante notario público y en nombre y en representación de la Compañía, otorgar un Poder General a favor de el señor German Enrique Jaime Serrano, ciudadano colombiano, poseedor del pasaporte colombiano No. 13.836.453, constituyéndole en único y verdadero Apoderado General de la sucursal ecuatoriana de Sylvania S.A. N.V. (en adelante denominada la sucursal) en la República del Ecuador y conferirle todas aquellas facultades que sean necesarias para llevar a cabo los siguientes actos a nombre y en representación de la sucursal en la República del Ecuador.

PRIMERA: Actuar como representante y apoderado general de la "Sucursal" en la República del Ecuador y ante sus instituciones públicas y privadas y Cortes de Justicia con amplios y suficientes poderes de modo que cumplan con las leyes del Ecuador.

SEGUNDA: Cumplir con todos los actos y procedimientos legales que tengan lugar en Ecuador con amplios y suficientes poderes; en especial la capacidad para contestar toda clase de reclamos legales y demandas y cumplir con obligaciones contractuales.

TERCERA: Suscribir contratos y acuerdos con clientes, agentes y representantes para la venta o arrendamiento de productos y servicios ofrecidos por y a la "Sucursal". Suscribir contratos y acuerdos para la adquisición de bienes, servicios y materiales utilizados en los negocios del día a día de la "Sucursal". Este poder incluye las facultades contenidas en el Art. 415 de la Ley de Compañías, en consecuencia el "Apoderado" tendrá la facultad de realizar todos los actos legales y de comercio que vayan a tener lugar en el Ecuador.

CUARTA: Representar a la "Sucursal" en licitaciones y concursos públicos y privados. Designar representantes o apoderados generales o especiales con el fin de trabajar conjunta o separadamente, con o sin el derecho de ceder el poder de representación y con todas aquellas facultades que el "Apoderado" estime conveniente. Revocar cuando considere apropiado, aquellos poderes otorgados a los mencionados representantes.

QUINTA: Abrir y mantener cuentas corrientes, realizar depósitos, retiros, endosos de todo tipo de garantías y documentos. Recibir dineros de terceras personas y realizar todos aquellos actos relacionados al manejo y administración de la "Sucursal" en la República del Ecuador.



La Compañía, debidamente autorizada mediante Resolución del Directorio con fecha 28 de octubre de 2004 cancela y revoca el poder general otorgado por la compañía en el cual se designa a Eduardo Almeida como el Apoderado General de la misma.

(Firma ilegible)

Por: Evert Rakers

Para: Equity Trust (Curacao) N.V.

Cargo: Director General

(Firma Ilegible)

Firma – Carlos J. Pietri

(Firma Ilegible)

Firma – Jeffrey M. Linden

Estado de Florida

Condado de Broward

Ante mi personalmente comparecieron Carlos J. Pietri y Jeffrey M. Linden haciéndome conocer y reconociendo que son las personas descritas y quienes ejecutarán el mencionado instrumento, y discerniendo ante mi que ellos ejecutarán el instrumento para los propósitos expresados.

En testimonio de lo señalado suscribo y estampo el sello oficial, este 11 de noviembre de 2004

(Sello notarial) Audrey Jean Wyatt
Comisionada No. DD307465
Expira: mayo 10, 2008

(Firma Ilegible)
Notario Público
Estado de Florida

Vista para legalización

..la firma que aparece en el documento adjunto del señor E. Rakers, residente en Curacao, Antillas Holandesas, actuando en la presente en su calidad de Director General de la compañía de responsabilidad limitada Equity Trust (Curacao) N.V., establecida en Curacao, la cual actúa como director general de la compañía de responsabilidad limitada Sylvana S.A. N.V. establecida en Curacao.

Por me, Gerard Christoffel Antonius Smeets, notario de ley civil, residente en Curacao, en este 28 de octubre de 2004.

(Sello del señor G.C.A. Smeets Notario de Curacao)

Sello de Apostilla

APOSTILLA

(Convención de la Haya de 5 de octubre de 1961)

- 1.- País: Curacao: Antillas Holandesas
El presentes documento público
- 2.- ha sido suscrito por G.C.A. Smeets
- 3.- actuado en su calidad de Notario de Curazao
- 4.- y está revestido del sello de G.C.A. Smeets

CERTIFICADO

- 5.- en Curazao
- 6.- 1 de noviembre, 2004
- 7.- Por el Gobernador de la Isla de Curazao, Principal del
Departamento de Elecciones y Registro Civil
- 8.- No. 4.130
- 10- Firma: (firma ilegible)
- 9.- Sello
(Consta sello de Antillas Holandesas)
- 1 Nov. 2004

