



**UNANIMOUS WRITTEN RESOLUTIONS OF THE DIRECTORS of ECUADOR INTELLIGENCE SERVICES (CAYMAN) LTD. (the "Company")**

**WHEREAS:**

- (A) The Company has decided that it is in the best interests of the Company to execute a Power of Attorney in favour of Nelson Oswaldo Olmedo Cisneros.
- (B) The Company intends to authorise Anthony Franklin to execute the Power of Attorney on behalf of the Company.

**NOW THEREFORE IT IS RESOLVED that:**

- 1. Nelson Oswaldo Olmedo Cisneros should be appointed as Attorney-in-Fact of the Company in accordance with the attached Power of Attorney and his appointment is hereby authorized and approved by the Company.
- 2. Anthony Franklin be hereby authorised by the Company to execute and deliver on behalf of the Company the attached Power of Attorney and all documentation required to give effect to the Power of Attorney and to perform all acts relating thereto, including without limitation approving any amendments to such documents and execution by Anthony Franklin shall be conclusive evidence of the Company's agreement to the final terms and conditions of any such document.

Dated: 4<sup>th</sup> Day of August of 2011

Director

Director/Secretary

## POWER OF ATTORNEY



### BACKGROUND:

- (A) Mr. Anthony Franklin (the "Grantor") in his capacity as duly authorised signatory for Ecuador Inflite Services (Cayman) Ltd (the "Principal"), a company incorporated in accordance with the laws of the Cayman Islands, able to delegate powers, requests an attorney-in-fact to act in the Ecuadorian territory, in order to be in charge of the management of and compliance with all legal and out-of-court obligations as well as of all formal duties of the Principal and in order to widely express himself in his role of shareholder of the Ecuadorian company Goddard Catering Group Guayaquil S.A.
- (B) For such purposes, the Grantor, representing the rights of the Principal, has decided to grant a special power of attorney in favour of Mr. Nelson Oswaldo Olmedo Cisneros ("Attorney"), sufficient as to represent the Principal in the exercise of rights as shareholder of an Ecuadorian company and in compliance with its obligations before any authority within the Ecuadorian territory.

### THEREFORE KNOW ALL MEN BY THESE PRESENTS:

That the Grantor does hereby execute this instrument as duly authorised signatory for the Principal, a Cayman Islands company and does hereby make constitute and appoint the Attorney to be its true and lawful attorney-in-fact for it, in its name and on its behalf to do all or any of the following:

1. to appear before the companies controlling authorities of Ecuador in the name and on behalf of the British company Ecuador Inflite Services (Cayman) Ltd. and may exercise the rights and comply with the obligations requested by the relevant authorities; and
2. to execute all documents he deems convenient for the defence of the Principal's interests and shall be duly empowered to comply with all managements entrusted to him so that he shall not be prevented from executing this mandate due to lack of capacity or power.

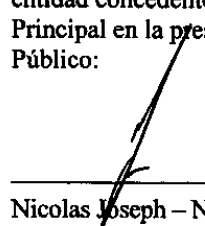
This Power of Attorney shall be governed by the laws of the Cayman Islands.

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EN TESTIMONIO DE LO CUAL el poder precedente ha sido debidamente ejecutado como una escritura el día 22 de Agosto de 2011.

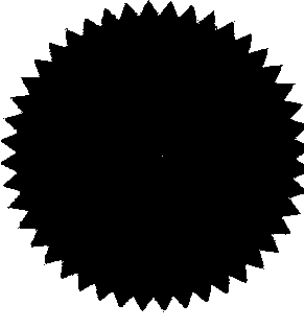
Ejecutado como un acto de voluntad por la entidad concedente por y en nombre de la parte Principal en la presencia de un Notario Público:

) ECUADOR INFLITE  
) SERVICES (CAYMAN) LTD.  
)  
)  
)

  
\_\_\_\_\_  
Nicolas Joseph – Notario Público

Por:

  
\_\_\_\_\_  
Anthony Franklin  
Signatario Autorizado

  
De conformidad con el numeral 5 del Artículo 18 de la Ley Notarial reformada por el Decreto Supremo Número 2386 de Marzo 31 de 1978, publicada en el Registro Oficial No. 564 del 12 de Abril de 1978, DOY FE: Que la copia precedente que consta de..... fojas es igual al documento que se me exhibe.- Guayaquil



08 SEP 2011  
  
DR. Humberto Moya Flores  
Notario XXVIII de Guayaquil



DEPUTY REGISTRAR OF COMPANIES  
NOMINATED BY THE GOVERNMENT

08 SEP 2011

Do confirmación de la autenticidad y exactitud de la información contenida en el presente Certificado de Incorporación, se declara que la misma es verdadera y correcta, y que se ha verificado que el solicitante cumple con los requisitos establecidos en la Ley de Registro de Empresas, de 1994, y en el Reglamento de Registro de Empresas, de 1995, y que se ha verificado que el solicitante cumple con los requisitos establecidos en la Ley de Registro de Empresas, de 1994, y en el Reglamento de Registro de Empresas, de 1995.

# Certificate Of Incorporation

**CINDY YVONNE JEFFERSON** Deputy Registrar of Companies of the Cayman Islands  
DO HEREBY CERTIFY, pursuant to the Companies Law CAP. 22, that all requirements of the said Law in respect of registration were complied with by

## ECUADOR INFLITE SERVICES (!) LTD.

an Exempted Company incorporated in the Cayman Islands with Limited Liability with effect from the 21st day of July One Thousand Nine Hundred Ninety-Three

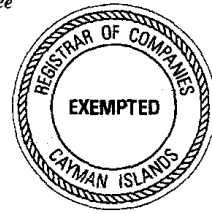
Given under my hand and Seal at George Town in the  
Island of Grand Cayman this 21st day of July  
One Thousand Nine Hundred Ninety-Three

CERTIFIED TO BE A TRUE AND CORRECT COPY

(SGD. CINDY YVONNE JEFFERSON)

*V. Daphene White Locke*  
Assistant Registrar  
Date 22 July 2011

Deputy Registrar of Companies,  
Cayman Islands.



APOSTILLE

(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

1 Country: The Cayman Islands

This public document

2. has been signed by M. Daphene Whitelocke

3. acting in the capacity of Assistant Registrar

4. bears the seal/stamp of Registrar of Companies  
Cayman Islands

CERTIFIED

5. at Grand Cayman

6. the 27 July 2011

7. by M. Stewart for Governor of the Cayman Islands

8. No. 6999

9. Seal/Stamp

10. Signature

M Stewart

# Certificate Of Good Standing

TO WHOM IT MAY CONCERN

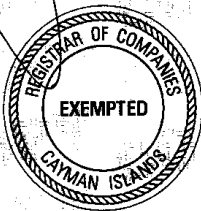
DO HEREBY CERTIFY that

**ECUADOR INFLITE SERVICES (CAYMAN) LTD.**

is duly organized and existing under and by virtue of the Laws of The Cayman Islands and at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.

Given under my hand and Seal at George Town in the  
Island of Grand Cayman this 22nd day of July  
Two Thousand Eleven

*[Signature]*  
An Authorised Officer,  
Registry of Companies,  
Cayman Islands.



08 SEP 2011

DR. HUMBERTO TORRES  
Registrar of Companies  
Cayman Islands

De conformidad con el numeral 5 del Artículo 18 del  
Reglamento referenciado por el Decreto Supremo Número 2300  
del 31 de 1974, publicado en el Registro Oficial N° 55  
del 12 de Abril de 1974, DOE: Que la copia presentada  
de la cuenta de...  
que se me exhibe. Guayaquil

**APOSTILLE**

(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

1 Country: The Cayman Islands

This public document

2. has been signed by Ezethamoe Badden

3. acting in the capacity of An Authorized officer

4. bears the seal/stamp of Registrar of Companies

Cayman Islands

**CERTIFIED**

5. at Grand Cayman 6. the 27 July 2011

7. by K Stewart for Governor of the Cayman Islands

8. No. 6998

9. Seal/Stamp

10. Signature

K Stewart