

**NOTARIA DUODECIMA  
CANTON GUAYAQUIL  
REPUBLICA DEL ECUADOR**

No. ESCRITURA  
CÓDIGO NUMÉRICO SECUENCIAL

P00205  
20190901012



**ESCRITURA DE PODER GENERAL**

**OTORGA: FERNANDO CRISTOBAL VELA HOLGUÍN EN SU  
CALIDAD DE REPRESENTANTE LEGAL DE TCIS USA INC.**

**A FAVOR DE: JOSE FRANCISCO VERA GRUNAUER**

**CUANTÍA: INDETERMINADA**

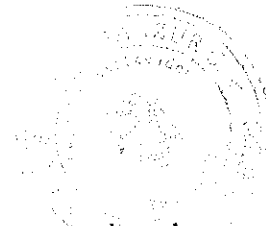
**DI: 2 COPIAS**

En la ciudad de Guayaquil, capital de la Provincia del Guayas, República del Ecuador, hoy día cinco de febrero del año dos mil diecinueve, ante mí, DOCTOR SALIM FERNANDO MANZUR CAPELO, NOTARIO TITULAR DUODÉCIMO DEL CANTÓN GUAYAQUIL, comparece con plena capacidad, libertad y conocimiento, a la celebración de la presente escritura, el señor FERNANDO CRISTOBAL VELA HOLGUÍN en su calidad de Representante Legal de TCIS USA INC., como consta de los documentos que me presenta y se adjuntan como habilitantes, quien declara ser de nacionalidad ecuatoriana, de estado civil casado, Licenciado en Administración de Empresas, domiciliado en esta ciudad de Guayaquil. El compareciente es mayor de edad, hábil en derecho para contratar y contraer obligaciones, a quien de conocer doy fe, en virtud de haberme exhibido sus documentos de identificación cuyas copias fotostáticas debidamente certificadas por mí agrego a esta escritura como habilitantes. Advertido el compareciente por mí el Notario de los efectos y resultados de esta escritura, así como examinado que fue en forma aislada y separada de que comparecen al otorgamiento de esta escritura sin coacción, amenazas, temor reverencial, ni

*[Handwritten signature]*

*[Handwritten signature]*

**NOTARIA DUODECIMA  
CANTON GUAYAQUIL  
REPUBLICA DEL ECUADOR**



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1 promesa o seducción, me presenta la minuta que es del tenor  
2 literal siguiente: En la ciudad de Guayaquil, Ecuador, hoy  
3 cero cinco de febrero de dos mil diecinueve, por medio del  
4 presente instrumento, el suscrito, Fernando Vela Holguín en  
5 su calidad de Representante Legal de TCIS USA INC. Una  
6 sociedad constituida y existente bajo las leyes del Estado de la  
7 Florida, Estados Unidos de América, (en adelante referida  
8 como la "Compañía"), de conformidad con el artículo seis (6)  
9 de la Ley de Compañías del Ecuador, otorga un Poder  
10 General a favor de Vera Grunauer José Francisco, ciudadano  
11 ecuatoriano, domiciliado en la ciudad de Guayaquil, Ecuador,  
12 identificado con cédula de ciudadanía número cero nueve cero  
13 ocho ocho siete cuatro seis seis dos (No. 0908874662), para  
14 que en nombre y representación de la Compañía, y para su solo  
15 beneficio, realice los siguientes actos: Uno. Representar a la  
16 Compañía en la República del Ecuador ante instituciones  
17 públicas y privadas. Dos. Presentar y contestar a cualquier  
18 demanda o reclamo interpuesto en contra de la Compañía.  
19 Nombrar procuradores judiciales para que actúen a nombre de  
20 la Compañía en cualquier proceso judicial. Tres. Cumplir con  
21 las obligaciones legales establecidas en las leyes ecuatorianas  
22 aplicables a los accionistas extranjeros de compañías  
23 Ecuatorianas, por lo tanto, el Apoderado General queda  
24 autorizado para firmar y presentar cualesquier formulario,  
25 declaración o documento que se requiera para este propósito.  
26 Cuatro. Representar a la Compañía en las Reuniones de la Junta  
27 General de Socios de TCIS Ecuador S.A. con poder para votar,  
28 cumpliendo las instrucciones que reciba de la Compañía para

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Date of this notice: 01-22-2018

Employer Identification Number:

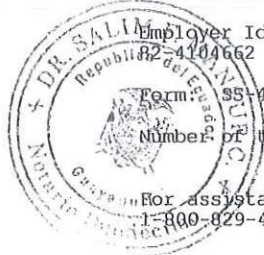
82-4104662

Form: SS-4

Number of this notice: CP 575 A

For assistance you may call us at:  
1-800-829-4933

TCIS USA INC  
8443 NW 68TH ST  
MIAMI, FL 33166



IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

**WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER**

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 82-4104662. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

04/15/2019

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

**IMPORTANT INFORMATION FOR S CORPORATION ELECTION:**

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:31 AM 01/19/2018  
FILED 11:31 AM 01/19/2018  
SR 20180364765 - File Number 6717236

CERTIFICATE OF INCORPORATION  
OF  
TCIS USA Inc.

**FIRST:** The name of the corporation is: TCIS USA Inc.

**SECOND:** Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is 1,500 shares having a par value of \$0.010000 per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** This corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors.

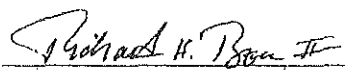
**SEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.

**EIGHTH:** The corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the laws of Delaware.

**NINTH:** The incorporator is Harvard Business Services, Inc., whose mailing address is 16192 Coastal Highway, Lewes, DE 19958.

**TENTH:** To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this January 19, 2018.

Signed and Attested to by:   
Harvard Business Services, Inc., Incorporator  
By: Richard H. Bell, II, President



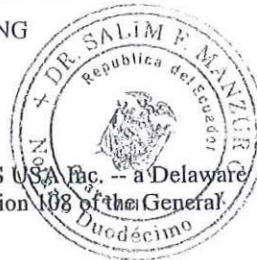


# STATEMENT OF INCORPORATOR

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IN LIEU OF ORGANIZATIONAL MEETING  
FOR

TCIS USA Inc.  
January 19, 2018



We, Harvard Business Services, Inc., the incorporator of TCIS USA Inc. -- a Delaware Corporation -- hereby adopt the following resolution pursuant to Section 108 of the General Corporation Law of Delaware:

**Resolved:** That the certificate of incorporation of TCIS USA Inc. was filed with the Secretary of State of Delaware on January 19, 2018.

**Resolved:** That on January 19, 2018 the following persons were appointed as the initial Directors of the Corporation until their successors are elected and qualify:

Fernando C. Vela Holguin

**Resolved:** That the bylaws included with this resolution are the initial bylaws approved by the incorporator.

**Resolved:** That the Secretary of the Company is hereby authorized and directed to execute a certificate of adoption of the bylaws or repeal the initial bylaws and create a custom set of bylaws to be adopted and approved by the directors.

**Resolved:** The powers of this incorporator are hereby terminated, and said incorporator shall no longer be considered a part of the body corporate of the above named corporation.

This resolution shall be filed in the minute book of the company.

HARVARD BUSINESS SERVICES, INC., Incorporator  
By: Richard H. Bell, President

\*\*\* This document is not part of the public record. Keep it in a safe place. \*\*\*

**BY-LAWS  
OF TCIS USA Inc.**

**A DELAWARE CORPORATION**



**ARTICLE I - REGISTERED AGENT AND REGISTERED OFFICE**

Section 1. The registered office of the corporation in the State of Delaware shall be 16192 Coastal Highway, in the city of Lewes, County of Sussex. The registered agent in charge thereof shall be Harvard Business Services, Inc.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time designate, in any State or Country around the world.

**ARTICLE II - SEAL**

Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware" or "Seal Delaware".

**ARTICLE III - STOCKHOLDERS MEETINGS**

Section 1. Meetings of stockholders may be held at any place, either within or without the State of Delaware and the USA, as may be selected from time to time by the Board of Directors.

Section 2. Regular Meetings: Regular meetings of the stockholders shall be held without notice according to the schedule of the regular meetings of the stockholders which shall be distributed to each stockholder at the first meeting each year. The regular meetings shall be held at such place as shall be determined by the Board. Regular meetings shall not be required if deemed unnecessary by the Board.

Section 3. Election of Directors: Elections of the Directors of the corporation need not be by written ballot, in accordance with the Delaware General Corporation Law (DGCL).

Section 4. Special Meetings: Special meetings of the stockholders may be called at any time by the president, or the Board of Directors, or stockholders entitled to cast at least one-fifth of the votes which all stockholders are entitled to cast at the particular meeting. Upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the secretary to fix the date, place and time of the meeting, to be held not more than thirty days after the receipt of the request, and to give due notice thereof to all the persons entitled to vote at the meeting.

Business at all special meetings shall be confined to the objects stated in the call and the matters germane thereto, unless all stockholders entitled to vote are present and consent.

Written notice of a special meeting of stockholders stating the time and place of the meeting, and the object thereof, shall be given to each stockholder entitled to vote at least 15 days prior, unless a greater period of notice is required by statute in a particular case.

Section 5. Quorum: A majority of the outstanding shares of the corporation entitled to vote, represented in a person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares entitled to vote is represented at a meeting, a majority of the shares so represented, may adjourn the meeting at anytime without further notice. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 6. Proxies: Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after one year from its date, unless the proxy provides for a longer period, as allowable by law.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. All proxies shall be filed with the Secretary of the meeting before being voted upon.

Section 7. Notice of Meetings: Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and

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hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 8. Consent In Lieu of Meetings: Any action required to be taken at any annual or special meeting of stockholders of a corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 9. List of Stockholders: The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. No share of stock of which any installment is due and unpaid shall be voted at any meeting. The list shall not be open to the examination of any stockholder, for any purpose, except as required by Delaware law. The list shall be kept either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

#### ARTICLE IV - DIRECTORS

Section 1. The business and affairs of this corporation shall be managed by its Board of Directors. Each director shall be elected for a term of one year, and until his successor shall qualify or until his earlier resignation or removal.

Section 2. Regular Meetings: Regular meetings of the Board of Directors shall be held without notice according to the schedule of the regular meetings of the Board of Directors which shall be distributed to each Board member at the first meeting each year. The regular meetings shall be held at such place as shall be determined by the Board. Regular meetings, in excess of the one Annual meeting (Art. III Sec. 2) shall not be required if deemed unnecessary by the Board.

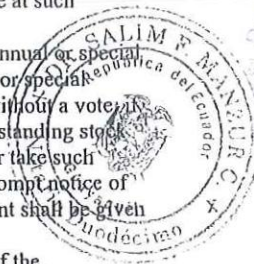
Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors on 5 days notice to all directors, either personally or by mail, courier service, E-Mail or telecopy; special meetings may be called by the President or Secretary in like manner and on like notice by written request to the Chairman of the Board of Directors.

Section 4. Quorum: A majority of the total number of directors shall constitute a quorum of any regular or special meetings of the Directors for the transaction of business.

Section 5. Consent In Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Directors may hold its meetings, and have an office or offices anywhere in the world, within or outside of the state of Delaware.

Section 6. Conference Telephone: Directors may participate in a meeting of the Board, of a committee of the Board or of the stockholders, by means of voice conference telephone or video conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

Section 7. Compensation: Directors as such shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum per meeting and any expenses of attendance, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.



Section 8. Removal: A director may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, in accordance with the laws of Delaware.

#### ARTICLE V - OFFICERS

Section 1. The executive officers of the corporation shall be chosen by the Board of Directors. They shall be President, Secretary, Treasurer, one or more Vice Presidents and such other officers as the Board of Directors shall deem necessary. The Board of Directors may also choose a Chairman from among its own members. Any number of offices may be held by the same person.

Section 2. Salaries: Salaries of all officers and agents of the corporation shall be determined and fixed by the Board of Directors.

Section 3. Term of Office: The officers of the corporation shall serve at the pleasure of the Board of Directors and shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

Section 4. President: The president shall be chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors; he shall have general and active management of the business of the corporation. He shall be EXOFFICIO a member of all committees, and shall have the general power and duties of supervision and management, as defined by the Board of Directors.

Section 5. Secretary: The Secretary shall attend all sessions of the board and all meetings of the stockholders and act as clerk thereof, and record all votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all the committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and such other duties as may be prescribed by the Board of Directors or President, under whose supervision shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Section 6. Treasurer: The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

#### ARTICLE VI - VACANCIES

Section 1. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise, shall be filled by the Board of Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or cause, the corporation should have no directors in office, then any officer or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of these by-laws.

Section 2. Resignations Effected at Future Date: When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

#### ARTICLE VII - CORPORATE RECORDS

Section 1. Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours of business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its minute of Stockholder meetings for the past two years. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the

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Section 4. Waiver of Notice: Whenever any written notice is required by statute, or by Certificate or the by-laws of this corporation a waiver thereof in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of stockholders, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was unlawfully convened.

Section 5. Disallowed Compensation: Any payments made to an officer or employee of the corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each amount disallowed in lieu of payment by the officer or employee, subject to the determination of the directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

Section 6. Resignations: Any director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time to be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

#### ARTICLE X - LIABILITY

Section 1. Stockholder liability is limited to the stock held in the corporation.

Section 2. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended or repealed by the vote of stockholders entitled to cast at least a majority of the votes which all stockholders are entitled to cast thereon, at any regular or special meeting of the stockholders, duly convened after notice to the stockholders of that purpose.

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stockholder. The demand under oath shall be directed to the corporation at its registered office or at its principal place of business.

#### ARTICLE VIII - STOCK CERTIFICATES, DIVIDENDS, ETC.

Section 1. The stock certificates of the corporation shall be numbered and registered in the Stock Transfer Ledger and transfer books of the corporation as they are issued. They shall bear the corporate seal and shall be signed by the President and the Secretary.

Section 2. Transfers: Transfers of the shares shall be made on the books of the corporation upon surrender of the certificates therefore, endorsed by the person named in the certificate or by attorney, lawfully constituted in writing. No transfer shall be made which is inconsistent with applicable law.

Section 3. Lost Certificate: The corporation may issue a new stock certificate in place of any certificate theretofore signed by it, alleged to have been lost, stolen, or destroyed.

Section 4. Record Date: In order that the corporation may determine stockholders entitled to notice of or to vote at any meeting of stockholders on any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty days prior to any other action.

If no record date is fixed:

(a) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if the notice is waived, at the close of the business on the day next preceding the day on which the meeting is held.

(b) The record date for which determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed.

(c) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

(d) A determination of stockholders of record entitled to notice of or vote at a meeting of stockholders shall apply to any adjournment of the meeting: provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5. Dividends: The Board of Directors may declare and pay dividends upon the outstanding shares of the corporation from time to time and to such extent as they deem advisable, in the manner and upon the terms and conditions provided by statute and the Certificate of Incorporation.

Section 6. Reserves: Before payment of any dividend there may be set aside out of the net profits of the corporation such sum or sums as the directors, from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining the property of the corporation, or for such other purpose as the directors shall think conducive to the interests of the corporation, and the directors may abolish any such reserve in the manner in which it was created.

#### ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 1. Checks: All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of January of every year, unless this section is amended according to Delaware Law.

Section 3. Notice: Whenever written notice is required to be given to any person, it may be given to such a person, either personally or by sending a copy thereof through the mail, or by telecopy (FAX), or by telegram, charges prepaid, to his address appearing on the books of the corporation of the corporation, or supplied by him to the corporation to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of meeting and, in the case of a special meeting of stockholders, the general nature of business to be transacted.

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# Delaware

The First State



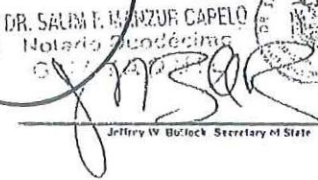


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCIS USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TCIS USA INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.

CERTIFICO: ES CONFORME AL  
DOCUMENTO EXHIBIDO EN 5 FOJAS  
QUE SE INCORPORA A LA  
PRESENTE ESCRITURA

  
DR. SALIM F. MANZUR CAPELO  
Notario Duodécimo  
  
  
Jeffrey W. Bullock Secretary of State



6717236 8300

SR# 20190696860

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202193346

Date: 02-04-19



ESPACIO  
EN  
BLANCO

ESPACIO  
EN  
BLANCO





REPÚBLICA DEL ECUADOR  
DIRECCIÓN GENERAL DE REGISTRO CIVIL,  
IDENTIFICACIÓN Y CEDULACIÓN

## CIUDADANÍA

No. 090887466-2



APELLIDOS Y NOMBRES  
 VERA GRUNAUER  
 JOSE FRANCISCO  
 LUGAR DE NACIMIENTO  
 GUAYAS  
 GUAYAQUIL  
 BOLIVAR /SAGRARIO/  
 FECHA DE NACIMIENTO 1970-06-24  
 NACIONALIDAD ECUATORIANA  
 SEXO M  
 ESTADO CIVIL CASADO  
 DALLA VALLE BREVI  
 ROSANNA MARIA

FIRMA DEL CEDULADO



INSTRUCCIÓN  
SUPERIOR

PROFESIÓN  
ECONOMISTA

VERA GONZALEZ JOSE FRANCISCO

CELLI 205 Y NOMBRES DE LA MADRE

GRÜNAUER REPETTO CLEMENCIA YOLANDA

LUGAR Y FECHA DE EXPEDICIÓN:

GUAYAQUIL

2015-11-24

FECHA DE EXP

2027-11-24  
CORP. REG. CIVIL DE GUAYAQUIL

FIRMA DEL DIRECTOR  
GENERAL

*[Firma manuscrita]*  
FIRMA DEL GOBIERNO  
SECCIONAL

IDECU0908874662<<<<<<<<<<<  
19700624M20271124ECU<<<<<<<<  
VERA<GRUNAUER<<JOSE<FRANCISCO<



**CERTIFICADO DE VOTACIÓN**  
4065229373200

CNE

430

430 - 191

0908874662

JULIA Ho  
02068742/2

VERA GRUNAUER JOSE FRANCISCO  
APELLIDOS Y NOMBRES



GUAYAS  
PROVINCIA  
GUAYAQUIL  
CANTÓN  
TARQUI  
PARROQUIA

CIRCUNSCRIPCION:  
ZONA: 1



CERTIFICADO CONFORME  
AL DOCUMENTO EXHIBIDO  
QUE SE INCORPORA A LA  
PRESENTE FOLIO PARA

GUAYAMA

2

ESPACIO  
EN  
BLANCO

ESPACIO  
EN  
BLANCO

**Florida** DRIVER LICENSE

USA

21 0100345385316124

V442-243-64-292-0

VELA HOLGUIN  
FERNANDO CRISTOBAL  
1565 NE 34TH ST APT 2502  
MIAMI, FL 33137-4058

DOB: 08/12/1964 153ET M  
EXP: 08/12/2026 144ST 6'-00"  
12 REST A 24 END NONE

SAFE DRIVER

06/16/2017  
EXP 06/16/2017  
REPLACED 10/21/2018

Department of Motor Vehicle Registration  
Consent to any liability that may be incurred by law

DRIVER



REST: A-Corr Lenses  
END: None  
CLASS: E - Any non-commercial veh with a GVWR < 26,001 lbs. or any RV

The state of FL retains all property rights herein.

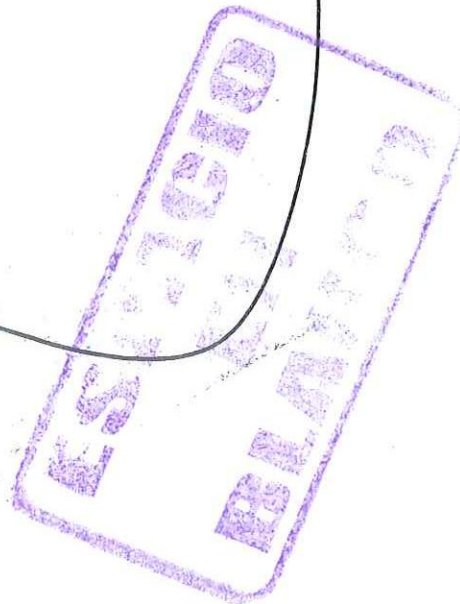
08/12/1884



CERTIFICADO DE REGISTRO  
AL DOCL. DE REGISTRO  
QUE SE LE HA  
PRESTADO

*[Handwritten signature]*

*la*







REPÚBLICA DEL ECUADOR  
DIRECCION GENERAL DE REGISTRO CIVIL,  
IDENTIFICACION Y CEDULACION



CÉDULA DE **CIDUDANÍA** No. **180161907-1**

APellidos y Nombres  
**VELA HOLGUIN**  
**FERNANDO CRISTOBAL**  
Lugar de nacimiento  
**TUNGURAHUA**  
**AMBATO**  
La Matriz  
Fecha de nacimiento **1964-08-12**  
Nacionalidad **ECUATORIANA**  
Sexo **M**  
Estado civil **CASADO**  
**SUMMERS NEUMANE**  
**MURIEL MARIA**





FIRMA DEL CEDULADO

COB U1807250 06




REPUBLICA DEL ECUADOR  
CERTIFICADO DE VOTACION, DUPLICADO,  
EXENCION O PAGO DE MULTA

Consulta Popular y Referendum 2018  
180161907-1 016-0266

LA VELA HOLGUIN FERNANDO CRISTOBAL  
GUAYAS DAULE  
LA AURORA  
6 USD: 0  
DELEGACION PROVINCIAL DE GUAYAS - 0018  
6050875 27/12/2018 13:00:46  
6050875

IMP. 0034 08-10-18

A large, stylized handwritten signature in black ink, likely belonging to S. K. Singh, is written over the stamp. The signature is fluid and cursive, with a large loop at the end.



**REPÚBLICA DEL ECUADOR**  
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil,  
Identificación y Cedulación

## CERTIFICADO DIGITAL DE DATOS DE IDENTIDAD



Número único de identificación: 1801619071

Nombres del ciudadano: VELA HOLGUIN FERNANDO CRISTOBAL

Condición del cedulaado: CIUDADANO

Lugar de nacimiento: ECUADOR/TUNGURAHUA/AMBATO/LA MATRIZ

Fecha de nacimiento: 12 DE AGOSTO DE 1964

Nacionalidad: ECUATORIANA

Sexo: HOMBRE

Instrucción: SUPERIOR

Profesión: LIC.ADM.EMPRESAS

Estado Civil: CASADO

Cónyuge: MURIEL MARIA SUMMERS NEUMANE

Fecha de Matrimonio: 20 DE OCTUBRE DE 1989

Nombres del padre: FERNANDO VELA

Nacionalidad: ECUATORIANA

Nombres de la madre: INES HOLGUIN

Nacionalidad: ECUATORIANA

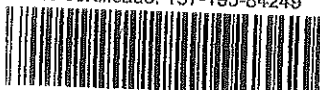
Fecha de expedición: 1 DE NOVIEMBRE DE 2013

Condición de donante: SI DONANTE

Información certificada a la fecha: 6 DE FEBRERO DE 2019

Emisor: CARLOS ORACIO WILSON VALENCIA - GUAYAS-GUAYAQUIL-NT 12 - GUAYAS - GUAYAQUIL

N° de certificado: 197-195-84249



**NOTARIA DUODECIMA**

**CANTON GUAYAQUIL**

**REPUBLICA DEL ECUADOR**

ULTIMA PAGINA ESCRITURA DE PODER GENERAL OTORGA: FERNANDO CRISTOBAL VELA HOLGUIN EN SU CALIDAD DE REPRESENTANTE LEGAL DE TCIS USA INC. A FAVOR DE: JOSE FRANCISCO VERA GRUNAUER



1 cada reunión. Cinco. Representar a la Compañía en  
2 Operaciones Comerciales y Financieras en la República del  
3 Ecuador. El Apoderado General deberá cumplir con todas las  
4 leyes del Ecuador referentes a la representación de compañías  
5 extranjeras, siguiendo siempre las instrucciones de la  
6 Compañía. De conformidad con el último párrafo del  
7 Artículo seis (6) de la Ley de Compañías, el Apoderado  
8 General no será personalmente responsable de las obligaciones  
9 de la Compañía. El Apoderado General deberá informar en  
10 forma periódica a la Compañía del cumplimiento de este Poder  
11 General para poder recibir las instrucciones necesarias. Todos  
12 y cada uno de los actos realizados o ejecutados por el  
13 Apoderado General a través de este Poder General conservarán  
14 su plena validez aún después de concluido o revocado este  
15 mandato. La Compañía expresamente reconoce que defenderá  
16 y protegerá a su Apoderado General contra cualquier reclamo  
17 legal, judicial o administrativo de cualquier naturaleza que se  
18 inicie como consecuencia o en conexión con cualquier acción  
19 tomada u omitida por el Apoderado General a nombre de la  
20 Compañía, inclusive cuando dicha acción o reclamo se inicie  
21 luego de la terminación de este poder general; siempre y  
22 cuando dichos reclamos o acciones no sean consecuencia de la  
23 negligencia o dolo o del incumplimiento substancial de este  
24 poder. Este poder será válido hasta que sea revocado  
25 expresamente y por escrito a la sola discreción del Mandante o  
26 hasta la concurrencia de alguna de las condiciones establecidas  
27 en las leyes ecuatorianas para la terminación del Mandato.  
28 Hasta aquí, la minuta que queda elevada a escritura pública, la

*[Handwritten signature]*

*[Handwritten signature]*

**NOTARIA DUODECIMA  
CANTON GUAYAQUIL  
REPUBLICA DEL ECUADOR**



4

1 misma que se encuentra firmada por la abogada Tania María  
2 Zambrano Alcivar con Registro Profesional del Colegio de  
3 Abogados del Guayas número cinco mil cuatrocientos noventa  
4 y seis. Para la celebración y otorgamiento de la presente  
5 escritura pública se observaron los preceptos legales que el  
6 caso requiere; y leída que les fue por mí, el Notario, al  
7 compareciente, aquel se ratifica en la aceptación de su  
8 contenido y firma conmigo en unidad de acto; se incorpora al  
9 protocolo de esta Notaría la presente escritura, de todo lo  
10 cual DOY FE.- *W*

11

12 p) TCIS USA INC.

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17 FERNANDO CRISTOBAL VELA HOLGUÍN

18 REPRESENTANTE LEGAL

19 C.C. No. 180161907-1

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**DOCTOR SALIM FERNANDO MANZUR CAPELO  
NOTARIO TITULAR DUODÉCIMO DEL CANTÓN GUAYAQUIL**



**NOTARIA DUODECIMA  
CANTON GUAYAQUIL  
REPUBLICA DEL ECUADOR**

El presente testimonio contiene 11 folios  
incluyendo fotocopia(s) de la Cédula  
de Ciudadanía o de Identidad del (los)  
suscrito(s). *W*



1 SE OTORGO ANTE MI, EN FE DE ELLO CONFIERO ESTE  
2 PRIMER TESTIMONIO CERTIFICADO DE LA ESCRITURA  
3 PUBLICA DE PODER GENERAL EN ONCE FOJAS ÚTILES,  
4 INCLUYENDO LA PRESENTE Y COPIAS DE CEDULAS,  
5 QUE SELLO Y FIRMO EN LA CIUDAD DE GUAYAQUIL, EL  
6 SEIS DE FEBRERO DEL DOS MIL DIECINUEVE.- EL  
7 NOTARIO. *W*

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*Salim F. Manzur*  
DR. SALIM F. MANZUR CAPELO  
Notario Duodecimo  
GUAYAQUIL

