



THE COMPANIES ACT 2006

Company No. **7467950**

The Registrar of Companies for England and Wales hereby certifies that

**KELLOGG LATIN AMERICA HOLDING COMPANY (TWO)
LIMITED**

was incorporated under the **Companies Act 2006**

as a private company on the **13th December 2010**, that the company is
limited by shares and the situation of its registered office is in
England/Wales.

Given at Companies House, the **27th July 2012**

T CRIDLAND

for the Registrar of Companies



Companies House

APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	T Cridland
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Officer of the Companies Registration Office.
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	Not Applicable
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	31 July 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J332355
9. Seal / stamp: Sceau / timbre: Sello / timbre:	10. Signature: O. Matti Signature: Firma:



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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

Señor notario:

Isabel Parada Arias, con cédula de ciudadanía No. 0911398147, plena conocedora del idioma Inglés- Español, he procedido a traducir la Certificación de existencia legal de la compañía **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**, cuya traducción es la siguiente:

"LA LEY DE COMPAÑÍAS DEL 2006

Compañía No. 7467950

El Registrador de Compañías de Inglaterra y Wales por este medio certifica que

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

Se constituyó bajo la **Ley de Compañías del 2006**

Como una compañía privada el **13 de diciembre de 2010**, que la compañía es **limitada por acciones** y su domicilio social se encuentra en **Inglaterra/ Wales**.

Dado en la Casa de las Compañías, el **27 de julio de 2012**.

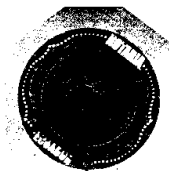
T CRIDLAND

Por el Registro
de Compañías"

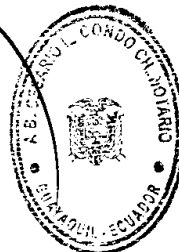
Doy fe que la traducción que antecede es la correcta.


ISABEL PARADA ARIAS
TRADUCTORA

ABOGADO CESARIO LEONIDAS CONDO CHIRIBOGA, Notario Quinto del Cantón Guayaquil, de conformidad al artículo 18 numeral 3 de la Ley Notarial vigente, DOY FE: Que la firma precedente de la señora doña VIBEKE ISABEL PARADA ARIAS, portadora de la cédula de ciudadanía número 09-1139814-7, estampada al pie del documento que antecede, es auténtica; siendo la misma que usa en todos sus actos y contratos.- Guayaquil, veinte de Noviembre del año dos mil doce.-----



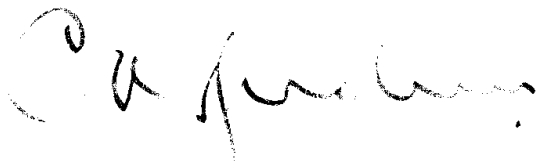

Ab. Cesario L. Condo Chiriboga
Notario 5to. del Cantón
Guayaquil



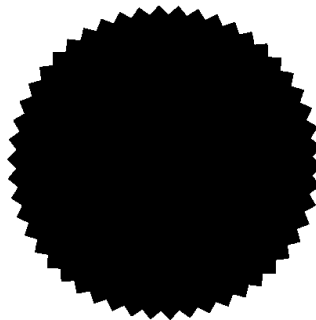
I, GAVIN RICHARD BUSHELL, Public Notary, of 58 Mosley Street, Manchester, England, by Royal Authority duly admitted and sworn, **DO HEREBY CERTIFY AND ATTEST** that the document attached hereto dated 25 July 2012 and marked GRB4 bears the true and authentic signature of Ben Goodman (whose full name is Benjamin Gordon Goodman) in his capacity as Company Secretary of Kellogg Latin America Holding Company (Two) Limited ("the Company") and being so signed is valid and binding on the Company.

IN WITNESS of which I have hereunto set my hand and affixed my Seal of Office at 58 Mosley Street, Manchester, England.

Date: 25 July 2012



.....
Gavin Richard Bushell, Public Notary
Manchester, England
GRB/136/12/Ecuador



APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Gavin Richard Bushell
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	26 July 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J328228
9. Seal / stamp: Sceau / timbre: Sello / timbre: 	10. Signature: J Horne Signature: Firma: 

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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

Not

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

In my capacity as Secretary of Kellogg Latin America Holding Company (Two) Limited, under oath I hereby declare:

Kellogg Latin America Holding Company (Two) Limited a Corporation organized and existing under the laws of England, legally incorporated and established on December 13, 2010, registered in England; the entire capital is represented exclusively by stocks issued in nominative instrument.

England *25 July* 2012

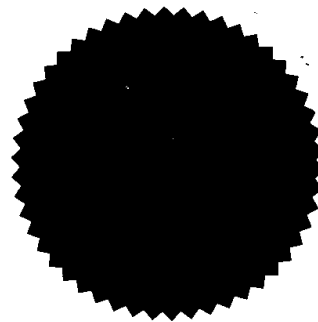
p. KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

BY: *[Signature]*

NAME: *BEN GOODMAN*

POSITION: SECRETARY

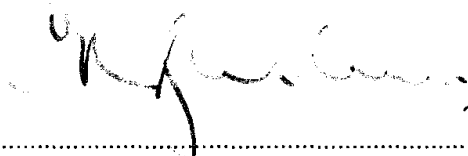
CK



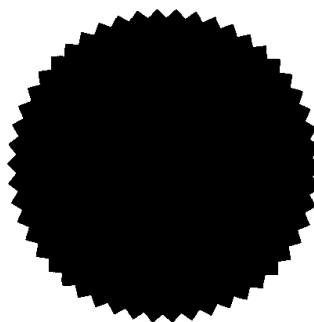
I, GAVIN RICHARD BUSHELL, Public Notary, of 58 Mosley Street, Manchester, England, by Royal Authority duly admitted and sworn, **DO HEREBY CERTIFY AND ATTEST** that the document attached hereto dated 25 July 2012 and marked GRB3 bears the true and authentic signature of Ben Goodman (whose full name is Benjamin Gordon Goodman) in his capacity as Company Secretary of Kellogg Latin America Holding Company (Two) Limited ("the Company") and being so signed is valid and binding on the Company.

IN WITNESS of which I have hereunto set my hand and affixed my Seal of Office at 58 Mosley Street, Manchester, England.

Date: 25 July 2012



.....
Gavin Richard Bushell, Public Notary
Manchester, England
GRB/136/12/Ecuador



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3. Acting in the capacity of Notary Public agissant en qualité de / quien actúa en calidad de	
4. Bears the seal/stamp of The Said Notary Public est revêtu du sceau / timbre de / y está revestido del sello / timbre de	
Certified Attesté / Certificado	
5. at London à / en	6. the 26 July 2012 le / el día
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs par / por	
8. Number J328229 sous no / bajo el número	
9. Seal / stamp: Sceau / timbre: / Sello / timbre: 	10. Signature: J Horne Signature: / Firma: 

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BNS

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

SECRETARY'S CERTIFICATE

I, the undersigned, Secretary of Kellogg Latin America Holding Company (Two) Limited, a corporation organized and existing under the laws of England (the "Company"), under oath declare on behalf of the Company and not in my individual capacity, that:

1. Kellogg Latin America Holding Company (Two) Limited is NOT a public traded company.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Corporation
this 25 day of July, 2012.

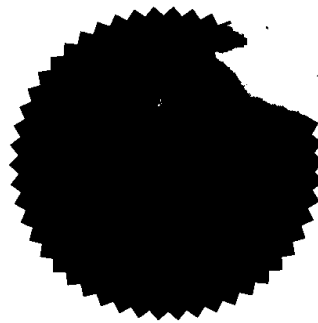
KELLOGG LATIN AMERICA HOLDING
COMPANY (TWO) LIMITED

By: _____

Name: BEN GREENMAN

Title: Secretary

BNS



Señor notario:

Isabel Parada Arias, con cédula de ciudadanía No. 0911398147, plena conocedora del idioma Inglés- Español, he procedido a traducir la Certificación de que la compañía **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**, no cotiza en bolsa, y su correspondiente razón notarial, cuya traducción es la siguiente:

"Yo, **GAVIN RICHARD BUSHELL**, Notario Público de 58 Mosley Street, Manchester, Inglaterra, por Autoridad Real debidamente reconocido y jurado, **EN ÉSTE INSTRUMENTO CERTIFICO Y ATESTIGUO** que el documento que se adjunta de fecha 25 de julio de 2012 y marcado GRB4 lleva la firma auténtica y verdadera de Ben Goodman (cuyo nombre completo es Benjamin Gordon Goodman) en su calidad de secretario de la compañía Kellogg Latin America Holding Company (Two) Limited ("La Compañía") y por estar así firmado es válido y vinculante para la compañía.

EN TESTIMONIO de lo que he puesto aquí firmo y estampo el sello de oficina en 58 Mosley Street, Manchester, Inglaterra.

Fecha: 25 de julio de 2012

GAVIN RICHARD BUSHELL, Notario Público
Manchester, Inglaterra
GRB/136/12/Ecuador

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

En mi calidad de Secretario de KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED, bajo juramento y por este medio declaro que:

Kellogg Latin America Holding Company (Two) Limited es una compañía organizada y existente bajo las leyes de Inglaterra, legalmente constituida y establecida el 13 de diciembre de 2010, y registrada en Inglaterra; la totalidad del capital está representado exclusivamente por acciones emitidas en instrumentos nominativos.

Inglaterra 25 de julio de 2012

p. **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**

Por:

Nombre: Ben Goodman

Cargo: Secretario."

Doy fe que la traducción que antecede es la correcta.


ISABEL PARADA ARIAS
TRADUCTORA

ABOGADO CESARIO LEONIDAS CONDO CHIRIBOGA, Notario Quinto del Cantón Guayaquil, de conformidad al artículo 18 numeral 3 de la Ley Notarial vigente, DOY FE: Que la firma precedente de la señora doña VIBEKE ISABEL PARADA ARIAS, portadora de la cédula de ciudadanía número 09-1139814-7, estampada al pie del documento que antecede, es auténtica; siendo la misma que usa en todos sus actos y contratos.- Guayaquil, veinte de Noviembre del año dos mil doce -----




Ab. Cesario L. Condo Chiriboga
Notario 5to. del Cantón
Guayaquil



YO, GAVIN RICHARD BUSHELL, Notario Público de 58 Mosley Street, Manchester, M2 3HZ, Inglaterra por Autoridad Real debidamente reconocido y jurado, en éste instrumento certifico y atestiguo lo siguiente:

COMPARECIENTE: Interviene al otorgamiento y suscripción del presente poder general, Howard William Nicholson), nacional de England, de ocupación Finance Director, con domicilio en United Kingdom.

PRIMERA: ANTECEDENTE.- La compañía Kellogg Latin America Holding Company (TWO) Limited es actualmente socia de la compañía de nacionalidad ecuatoriana "Kellogg Ecuador C. LTDA." (ECUAKELLOGG) y, de acuerdo con las disposiciones legales vigentes de la Ley de Compañías, específicamente la reforma expedida por la Asamblea Nacional, publicada en el Registro Oficial 591 del 15 de mayo de 2009, dispone la obligación de tener en la República del Ecuador un apoderado o representante.

SEGUNDA: MATERIA.- Con este antecedente, Howard William Nicholson por los derechos que representa de Kellogg Latin America Holding Company (TWO) Limited, tiene a bien conferir poder general, amplio y suficiente cuanto en derecho se requiere en favor de la Abogada Marta Quintana Rendón, para que pueda actuar a nombre y representación de Kellogg Latin America Holding Company (TWO) Limited, de conformidad con lo dispuesto en la antes mencionada Ley Reformativa a la Ley de Compañías, así como en lo dispuesto en los artículos 2020 y siguientes del Código Civil ecuatoriano.

En el ejercicio del presente Poder General que otorga Kellogg Latin America Holding Company (TWO) Limited a favor de la abogada Marta Quintana Rendón, ésta podrá a nombre y representación de su representada, intervenir en todos los actos y negocios jurídicos, así como comparecer ante cualquier autoridad judicial o administrativa de la República del Ecuador, en defensa de los intereses del mandante, quien atendiendo a la importancia y/o cuantía de tales actos, para los que queda plenamente facultada la mandataria, dará las instrucciones escritas, cuando lo estime pertinente. Si no da tales

I, GAVIN RICHARD BUSHELL, Notary Public of 58 Mosley Street, Manchester, M2 3HZ, England, by Royal Authority duly admitted and sworn, hereby certify and attest as follows:

THE APPEARING PARTY: Acting in the authorization and recording of this general power of attorney appears Howard William Nicholson citizen of England, Finance Director, residing at United Kingdom

FIRST: PREAMBLE.- Kellogg Latin America Holding Company (TWO) Limited is a partner in the Ecuadorean company "Kellogg Ecuador. C. LTDA." (ECUAKELLOGG) and, in accordance with the existing provisions of the Companies Act, specifically the amendment passed by the National Assembly, which was published in the Official Registry 591 of May 15, 2009, it has the obligation to have an appointed agent or representative in the Republic of Ecuador.

SECOND: SUBJECT.- According to the Preamble, Howard William Nicholson), acting on behalf of Kellogg Latin America Holding Company (TWO) Limited hereby bestow a general power, broad and sufficient as required by law in favor of Marta Quintana Rendón, so she may act on behalf of and represent the rights of Kellogg Latin America Holding Company (TWO) Limited in accordance with the aforementioned law amending the Companies Act, and in accordance with the provisions of Article 2020 et seq. of the Civil Code of Ecuador.

In the exercise of this Power of Attorney granted by Kellogg Latin America Holding Company (TWO) Limited in favor of the Marta Quintana Rendón, the appointee may act on the name and on behalf of the principal to intervene in all acts and legal matters, and appear before any judicial or administrative authority of the Republic of Ecuador defending the interests of the principal, depending upon the relevance of such matters and/or acts, the appointee is fully empowered to give written instructions on how to proceed when deemed appropriate. If no such instructions are given, it is well understood that the attorney in



instrucciones, queda bien entendido que la mandataria o apoderada podrá actuar de acuerdo a su buen criterio y su leal saber y entender.

TERCERA: PLAZO.- El plazo del Poder es de un año. La Apoderada no podrá delegarlo a terceras personas.

~~Agregue usted, señor Notario, las demás formalidades de estilo para el perfeccionamiento y validez del presente instrumento.~~

fact may act according to the best of her knowledge.

THIRD: TERM.- The term of this power of attorney is one year. This representation cannot be delegated to third parties.

~~You may add, Mr. Notary, other formalities for the refinement and manner to ensure the validity of this instrument.~~

BN
Ejecutado como un Acta por KELLOGG LATIN AMERICA HOLDING COMPANY ~~LIMITED~~ (Two) BN
LIMITED, representada por Howard William Nicholson, Director

Executed as a deed by KELLOGG LATIN AMERICA HOLDING COMPANY ~~LIMITED~~ (Two) BN
LIMITED acting by Howard William Nicholson, a Director,

Fecha

Date

H.W. Nicholson
Howard William Nicholson
Finance Director

H.W. Nicholson
Howard William Nicholson
Finance Director

27/2/2012
date

En la presencia de:

C. Richardson
Firma del testigo

GILLIAN RICHARDSON
Nombre del Testigo

Domicilio del Testigo

TALBOT ROAD, MANCHESTER, M16 0PU

Ejecutado ante mi

Fecha 27 February 2012

G.R. Bushell

Gavin Richard Bushell, Notario Público,
Manchester, England

In the presence of:

C. Richardson
Witness signature

GILLIAN RICHARDSON
Witness name

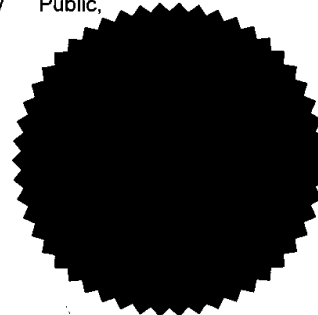
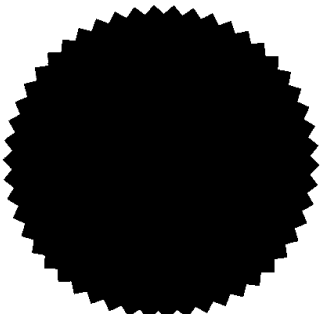
Witness address

TALBOT ROAD, MANCHESTER, M16 0PU

Done before me on 27 February 2012

Date

G.R. Bushell
Gavin Richard Bushell, Notary Public,
Manchester, England



APOSTILLE

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

UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord
This public document / Le présent acte public
2. Has been signed by **Gavin Richard Bushell**
a été signé par
3. Acting in the capacity of **Notary Public**
agissant en qualité de
4. Bears the seal/stamp of **The Said Notary Public**
est revêtu du sceau/timbre de
5. at London/à Londres
6. Certified/Attesté
the/le **29 February 2012**
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs /
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.
8. Number/sous No **J159792**
9. Stamp:
timbre:
10. Signature: **J Entwistle**



For the Secretary of State / Pour le Secrétaire d'Etat

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An apostille or legalisation certificate only confirms that the signature, seal or stamp on the document is genuine. It does not mean that the content of the document is correct or that the Foreign & Commonwealth Office approves of the content.