

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware

6. the fourteenth day of September, A.D. 2010

7. by Secretary of State, Delaware Department of State

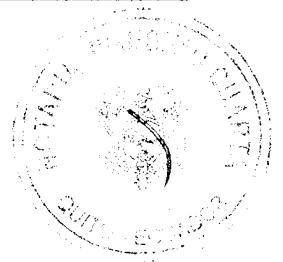
8. No. 0423662

9. Seal/Stamp:



10. Signature:

Jeffrey W. Bullock
Secretary of State



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL MOTORS OVERSEAS DISTRIBUTION CORPORATION" 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

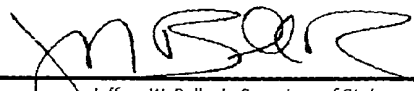
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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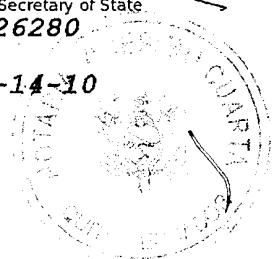
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You may verify this certifi
at corp.delaware.gov/authver




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8226280

DATE: 09-14-10



State of Michigan



DEPARTMENT OF STATE

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

1. Country:

UNITED STATES OF AMERICA

This public document

2. has been signed by:

DEANNA PETKOFF

3. acting in capacity of:

Michigan Notary Public

4. bears the seal of:

DEANNA PETKOFF

Macomb County, Michigan

CERTIFIED:

5. at Lansing, Michigan

6. the 15th of September, 2009

7. by Secretary of State, State of Michigan

8. NO. 51077-1-158944-OGS

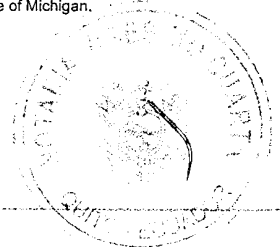
9. Seal/Stamp:

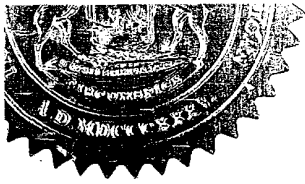
10. Signature:



Terri Lynn Land

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Michigan.





PODER ESPECIAL

Yo, Barbara A. Lister-Tait, en representación de GMODC , en adelante "GENERAL MOTORS OVERSEAS DISTRIBUTION CORPORATION", una sociedad debidamente constituida y existente bajo las leyes del Estado de Delaware, Estados Unidos de América, domiciliada en 300 Renaissance Center, Detroit, MI 48265, Estados Unidos de América, y estando debidamente facultado expone:

Primero: Por el presente instrumento, GMODC otorga poder especial amplio y suficiente cual en derecho se requiere a los señores Jeffrey Todd Cadena Beier, Dennys Ramiro Tamayo Vallejo o Santiago de Francisco Caballero (en adelante indistintamente los "Mandatarios") para que, actuando separada e indistintamente, representen a GMODC en Ecuador, con las siguientes facultades:

a) En nombre y representación de GMODC, pueda contestar demandas y cumplir las obligaciones contraídas por GMODC en su calidad de socia o accionista de sociedades constituidas bajo las leyes de la República del Ecuador; de acuerdo a lo dispuesto en el artículo 6 de la Ley de Compañías de Ecuador. Podrá también certificar la estructura accionaria de la Compañía. Se les otorga todas y cada una de las facultades constantes en el artículo 44 del Código de Procedimiento Civil ecuatoriano.

b) Representar en general a GMODC en la República del Ecuador con las más amplias atribuciones ante cualquier organismo, entidad pública o privada, en especial, pero sin limitar ante el Banco Central del Ecuador, Superintendencia de Compañías, Servicio de Rentas Internas, Instituto de Compras Públicas, ministerios, municipalidades, en general ante el sector público y ante cualquier otra entidad o persona, pudiendo formular peticiones y desistirse de ellas, firmar solicitudes, contratos, instrumentos públicos o privados, incluso escrituras públicas.

SPECIAL POWER OF ATTORNEY

I, Barbara A. Lister-Tait, on behalf of GMODC, hereinafter "GENERAL MOTORS OVERSEAS DISTRIBUTION CORPORATION", a company duly organized and existing under the laws of the State of Delaware, United States of America, domiciled at 300 Renaissance Center, Detroit, MI 48265, United States of America, and being duly authorized to do so, hereby states that:

First: Hereby, GMODC grants a special power of attorney, as required by law, in favor of Jeffrey Todd Cadena Beier, Dennys Ramiro Tamayo Vallejo or Santiago de Francisco Caballero, (hereinafter any of them the "Attorneys"), so that the Attorneys, acting jointly or individually, may represent GMODC in Ecuador, with the following powers:

a) On the GMODC's behalf and in its representation, may answer complaints and fulfill obligations relating to GMODC capacity as member or shareholder in entities incorporated under the laws of the Republic of Ecuador, as determined under article 6 of the Law on Companies of Ecuador. The attorneys in fact shall also have the power to certify the shareholding structure of the Company. The Attorneys in fact shall be empowered every an all powers established in the Art. 44 of the Ecuadorian Civil Procedures Code.

b) To act on behalf of GMODC in general in the Republic of Ecuador with the broadest powers before any public or private entity, specially, but not limited, before the Central Bank of Ecuador, Superintendence of Companies, Internal Revenue Service, public institutes, ministries, municipalities, in general before the public sector and before any other entity or person, being authorized to file petitions and withdraw them, sign applications, agreements and public or private documents, including public deeds.



In general y para el debido y completo cumplimiento de los encargos de que da cuenta este instrumento, los Mandatarios estarán facultados para firmar, suscribir y otorgar toda clase de instrumentos públicos y/o privados, pudiendo pactar y acordar toda clase de cláusulas, sean de la esencia, naturaleza o meramente accidentales y para ejecutar todos y cada uno de los actos o contratos que sean necesarios para llevar a cabo las gestiones señaladas en los números anteriores.

Segundo: En general, los Apoderados están facultados para llevar a cabo cualquier tipo de acto o actos, tendientes al cumplimiento del objeto del presente poder. Adicionalmente, los Apoderados podrán sustituir, delegar o asignar el presente poder y revocar dichas sustituciones.

Tercero: La designación contenida en este documento deberá en todo momento ser ejercida de conformidad con las instrucciones de GMODC, lo que no será necesario acreditar ante terceros. Sin perjuicio de lo anterior, de ser necesario verificar la vigencia de este poder y/o el cumplimiento de tales instrucciones, será suficiente una declaración en tal sentido emitida por cualquiera de los Mandatarios.

Cuarto: Además del poder especial conferido precedentemente, GMODC ratifica en este acto todo lo obrado por los Mandatarios en tal calidad y en su representación con anterioridad a la fecha en que este poder haya sido emitido.

Quinto: Este poder especial no revoca los poderes que GMODC haya otorgado con anterioridad a éste.

Sexto: El presente poder especial se otorga en versiones en español y en inglés, del mismo tenor. En el caso de discrepancia entre ambas versiones, prevalecerá la versión en español.

c) In general, and for the due and complete fulfillment of the power of attorney contained herein, the Attorneys shall be empowered to sign, execute and deliver all kinds of public and/or private instruments, whether of the essence, nature or merely incidental and to execute all and each of the acts or contracts that might be necessary for the fulfillment of the powers of attorney mentioned in the sections referred to above.

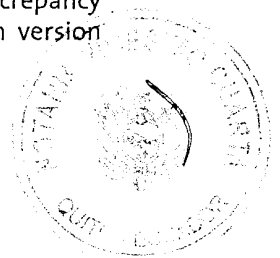
Second: In general, the Attorneys may perform any and all acts necessary to complete the tasks entrusted to them by this power of attorney. In connection therewith, the Attorneys may substitute, delegate or assign this power of attorney and revoke said substitutions.

Third: The appointment contained herein shall at all times be exercised in accordance with the instructions given by GMODC, which shall not be necessary to evidence before third parties. Notwithstanding the above, should it become necessary to verify the effectiveness of this special power of attorney and/or compliance with such instructions, a statement of any of the Attorneys indicating that circumstances have been satisfied shall be sufficient.

Fourth: In addition to the special power of attorney granted above, GMODC hereby ratifies all the actions taken by the Attorneys in such capacity and on its behalf prior to the date on which the power of attorney has been issued.

Fifth: This special power of attorney does not revoke any power of attorney granted by GMODC before this date.

Sixth: This special power of attorney is granted in Spanish and English versions, with the same wording. In case of discrepancy between both versions, the Spanish version shall prevail.



séptimo: En este acto, GMODC se compromete cada cierto tiempo y en todo momento a indemnizar a los Mandatarios de todo costo, reclamo, gasto y responsabilidad en que incurran de cualquier manera en relación con este poder especial y, a mayor abundamiento, se compromete a ratificar y confirmar todo lo que los Mandatarios legítimamente hagan en virtud de este poder especial.

Seventh: GMODC hereby undertakes from time to time and at all times to indemnify each Attorney against all costs, claims, expenses and liabilities howsoever incurred by each Attorney in connection herewith and further undertakes to ratify and confirm whatsoever each Attorney shall lawfully do by virtue of this special power of attorney.

EN TESTIMONIO DE LO CUAL, el representante de GMODC ha otorgado válidamente este poder especial este día 14 de September de 2009.

IN WITNESS WHEREOF, the GMODC has validly executed this special power on this day of 14, September, 2009.

GENERAL MOTORS OVERSEAS DISTRIBUTION CORPORATION

firmado por/signed by: Barbara A. Lister-Tait
nombre/name: Barbara A. Lister-Tait
cargo/office: Secretary
lugar/place: Detroit, Michigan, U.S.A.
fecha/date: September 14, 2009

Subscribed and sworn to before me
in the City of Detroit, County of Wayne,
State of Michigan, this 14th day of September 2009.

Deanna Petkoff

DEANNA PETKOFF
NOTARY PUBLIC, STATE OF MI
COUNTY OF MACOMB
MY COMMISSION EXPIRES Jul 6, 2015
ACTING IN COUNTY OF WAYNE



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Deanna Petkoff

DEANNA PETKOFF
NOTARY PUBLIC, STATE OF MI
COUNTY OF MACOMB
MY COMMISSION EXPIRES Jul 6, 2016
ACTING IN COUNTY OF WAYNE



NOTARIA VIGESIMA CUARTA DEL CANTON QUITO.

De acuerdo con la facultad prevista en el numeral 5 del Art. 18 de la Ley Notarial, doy fe que las copias que en SEIS fojas anteceden son iguales a los documentos presentados ante mi.

Quito, **31 ENE 2011**

[Signature]
Dr. SEBASTIAN VALDIVIESO CUEVA
NOTARIO



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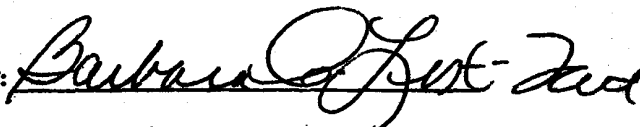
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cargo/office:

Secretary

lugar/place:

Detroit, Michigan, U.S.A.

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September 14, 2009

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DEANNA PETKOFF
NOTARY PUBLIC, STATE OF MI
COUNTY OF MACOMB
MY COMMISSION EXPIRES JUL 8, 2015
ACTING IN COUNTY OF WAYNE

