



The State of Texas
Secretary of State



Requested for use in ECUADOR

Not for use within the United States of America

This Apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- | | |
|--------------------------------|---|
| 1. Country | United States of America |
| This public document | |
| 2. has been signed by | JULIA M MARTINEZ |
| 3. acting in the capacity of | Notary Public, State of Texas |
| 4. and bears the seal/stamp of | JULIA M MARTINEZ,
Notary Public, State of Texas,
Commission Expires: 09-25-13 |

CERTIFIED

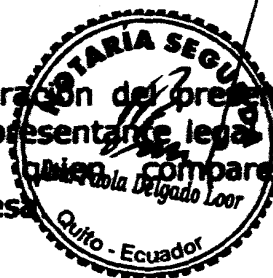
- | | |
|---------------------------------------|----------------------|
| 5. at Austin, Texas | 6. on March 29, 2012 |
| 7. by the Secretary of State of Texas | |
| 8. Certificate No. N-844742 | |
| 9. Seal | 10. Signature: |



Hope Andrade
Secretary of State

ST/cg

Primera: Compareciente.- Comparece a la celebración del presente Poder, el señor Valmir Fernandes, en calidad de representante legal de la compañía CINEMARK INTERNATIONAL LLC, quien comparece debidamente autorizado por el directorio de la empresa.

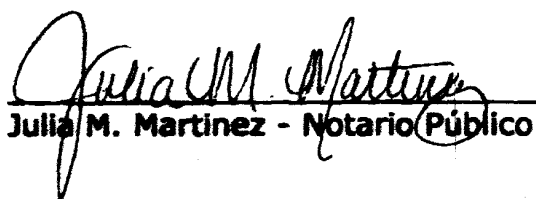


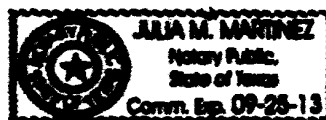
El compareciente es mayor de edad, de estado civil casado, de nacionalidad brasileña, con pasaporte No. CW268452, de profesión ejecutivo, domiciliado en Dallas, Texas de los Estados Unidos de América y con capacidad legal y suficiente cual en derecho se requiere para esta clase de actos, a quien para los efectos del presente instrumento se le denominará el Poderdante.

Segunda: Poder General.- La Poderdante, mediante este instrumento público confiere Poder amplio y suficiente, cual en derecho se requiere a favor de la señorita LIGIA PASTORA NAVARRETE MOREIRA, de nacionalidad ecuatoriana, con cédula de ciudadanía número 1710462951, de estado civil soltera, y domiciliada en la ciudad de Quito, República del Ecuador, para que asista en representación de la mencionada compañía a juntas de accionistas, tome decisiones, ejerza el derecho a voto y más similares que tengan relación con juntas de accionistas de las cuales la indicada empresa sea accionista. Además podrá realizar todos los trámites que se requieran ante la Superintendencia de Compañías del Ecuador, suscribiendo formularios, declaraciones, solicitudes o peticiones y demás similares que tengan que ver con información de la indicada empresa extranjera. La Apoderada queda facultada para que haga cuanto pudiera realizar la compañía CINEMARK INTERNATIONAL LLC., a través de su representante legal, de modo que nada se excluya de este Poder, dentro de lo anteriormente mencionado.


Valmir Fernandes - Presidente

Fecha: 27 de marzo de 2012


Julia M. Martinez - Notario Público



The State of Texas

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



**Hope Andrade
Secretary of State**



Re: Original Documents

Dear Sir or Madam:

The attached certificate is an original certificate issued by the Secretary of State. Original certificates issued by the Secretary of State are electronically generated. Consequently, such original certificates are in black and white without gold or raised seals, and they bear the electronic signature of the named Secretary of State.

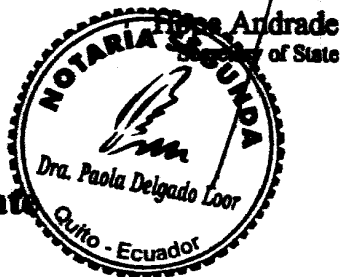
If you have any questions regarding this matter, please call me at 512-463-5578.

Very Truly Yours

A handwritten signature in black ink, appearing to read "Stephanie Webb", written over the typed name.

**Stephanie Webb
Certifying Team
Office of the Texas Secretary of State**

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Office of the Secretary of State

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The purpose of the Apostille is to certify the authenticity of the signature of the official signing the document, the capacity in which the official signing the document has acted, and, where appropriate, the identity of the seal or stamp.

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- | | |
|------------------------------|--------------------------|
| 1. Country: | United States of America |
| This Public document | |
| 2. has been signed by | Hope Andrade |
| 3. acting in the capacity of | Secretary of State |
| 4. bears the seal/stamp of | State of Texas |

CERTIFIED

5. at Austin, Texas
6. on April 26, 2012
7. by the Director, Business & Public Filings Division
8. Certificate No. C00010670
9. Seal

10. Signature:



Lorna Wandsdorf

Director, Business & Public Filings Division

To verify this Apostille please visit <http://direct.sos.state.tx.us/Certificate/validaton/validate.asp>

Phone: (512) 463-5555
Prepared by: Stephanie Webb

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10245

Dial: 7-1-1 for Relay Services
Document: 419011660002

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Office of the Secretary of State



Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Conversion for CINEMARK INTERNATIONAL, L.L.C. (file number 704344422), a Domestic Limited Liability Company (LLC), was filed in this office on November 12, 1998.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 26, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

NOTARÍA SEGUNDA DEL CANTÓN QUITO

De conformidad con lo dispuesto en el Art. 18 de la Ley Notarial, doy fé y CERTIFICO que el presente documento es fiel COPIA DEL ORIGINAL, y que obra de foja(s) útil(es), que me fue presentado para este efecto y que acto seguido devolvi al interesado.
Quito, a

06 FEB 2013
Dra. Paola Delgado Llor
NOTARIA SEGUNDA DEL CANTON QUITO

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Stephanie Webb

Fax: (512) 463-5709
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