

DR. JORGE MACHADO CEVALLOS

T-25655



No. 2 4 9 3

PROTOCOLIZACION

TRADUCCION.-

**DOCUMENTOS RELATIVOS A LA
EXISTENCIA LEGAL Y OTORGAMIENTO
DE PODER DE LA COMPAÑÍA
AT&T GLOBAL NETWORK ENTERPRISES LLC
DR. MANUEL CARTAGENA PROAÑO**



CUANTIA INDETERMINADA

QUITO 08 ABRIL 2010

******* imc *******

DI 2 COPIAS

R: 34 2-12-2011

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

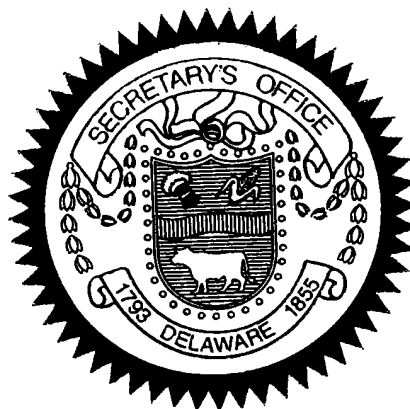
5. *at Dover, Delaware*

6. *the twenty-fourth day of March, A.D. 2010*

7. *by Secretary of State, Delaware Department of State*

8. No. 0410363

9. Seal/Stamp:

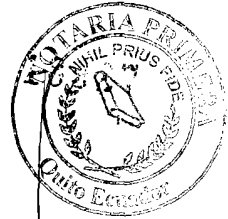


10. Signature:

Jeffrey W. Bullock
Secretary of State

Delaware

The First State



PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AT&T GLOBAL NETWORK ENTERPRISES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2010.

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

3003242 83

100313129

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7889929

DATE: 03-24-10

APOSTILLA

(Convención de la Haya de 5 de Octubre de 1961)

1.- País: **Estados Unidos de América**

Este documento público:

2.- ha sido firmado por Jeffrey W. Bullock .

3.- Actuando en su calidad de Secretario del Estado de Delaware

4.- lleva el sello /Estampa del Secretario de Estado

CERTIFICADO

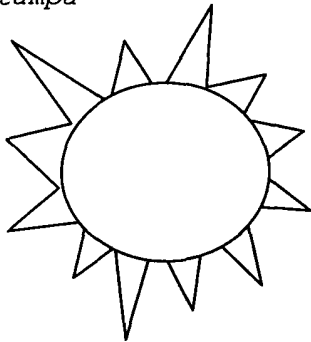
5.- En Dover, Delaware

6.- El veinticuatro de marzo de 2010

7.- Por el Secretario de Estado, Departamento de Estado de Delaware

8.- No: **0410363**

9.- Sello/ Estampa



10.- Firma:

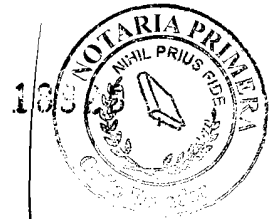
Ilegible

Secretario De Estado

FIRMA PERITO TRADUCTOR

Lorena Molina

CI: 171316726-8



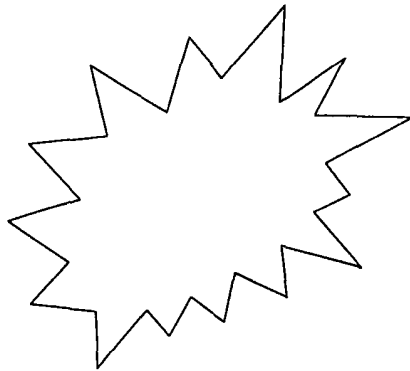
PAG. 1

Delaware

EL PRIMER ESTADO

YO, JEFFREY W. BULLOCK, SECRETARIO DE ESTADO DEL ESTADO DE DELAWARE, DEBIDAMENTE CERTIFICO QUE "AT&T GLOBAL NETWORK ENTERPRISES LLC" SE ENCUENTRA DEBIDAMENTE CONSTITUIDA BAJO LAS NORMAS DEL ESTADO DE DELAWARE, SE ENCUENTRA AL DIA CON SUS OBLIGACIONES LEGALES Y TIENE EXISTENCIA LEGAL SEGUN LO MUESTRAN LOS REGISTROS DE ESTA OFICINA, EL VEINTICUATRO DE MARZO DE 2010.

DEBIDAMENTE CERTIFICO QUE LOS IMPUESTOS ANUALES HAN SIDO PAGADOS HASTA LA PRESENTE FECHA.



firma ilegible

Jeffrey Bullock, Secretario de Estado

AUTENTICACION: 7889929

Fecha: 03-24-10

FIRMA PERITO TRADUCTOR
Lorena Molina
CI: 171316726-8

APOSTILLE

10930

(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)

1. COUNTRY: UNITED STATES OF AMERICA
2. THIS PUBLIC DOCUMENT HAS BEEN SIGNED BY:
SHARON TIDD
3. ACTING IN THE CAPACITY OF:
NOTARY PUBLIC OF NEW JERSEY
4. BEARS THE SEAL/STAMP OF:
SHARON TIDD, NOTARY

CERTIFIED

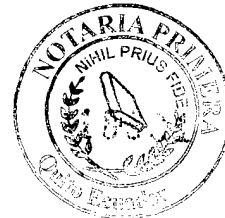
5. AT TRENTON, NEW JERSEY
6. THE 26TH DAY OF MARCH 2010
7. BY: Andrew P Sidamon-Eristoff
State Treasurer
8. NO: A389510
9. SEAL/STAMP:
10. SIGNATURE



A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff", written over a horizontal line.

Certificate Number: 116737913

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



SPECIAL POWER OF ATTORNEY

Ms Ellen Spano in here capacity as legal representative of **AT&T GLOBAL NETWORK ENTERPRISES LLC** (hereinafter the "Company") formed under the laws of the State of Delaware, USA and domiciled at One AT&T Way, Bedminster, New Jersey, USA, and duly authorized by the resolution of the Board of Directors dated January 9, 2006 and pursuant to the Limited Liability Company Agreement, hereby grants this special Power of Attorney pursuant to the following clauses:

The Company issues this Special Power of Attorney on behalf of Mr. Manuel Cartagena Proaño, Ecuadorian citizen with capacity to bind, domiciled in Quito, holder of identification card No. 1706895206 for the purpose of executing the following faculties and rights of the Company in Ecuador.

- 1.- This Special Power of Attorney will grant the proxy all faculties stated in article 6 of the Ecuadorian Companies Law, amendment by the Reformatory Law to the Companies Law published in the Official Gazette No. 591 dated May 15, 2009.
- 2.- The proxy may represent **AT&T GLOBAL NETWORK ENTERPRISES LLC** to answer any plaint or claim as shareholder of the Ecuadorian Company **AT&T GLOBAL NETWORK SERVICES ECUADOR CIA. LTDA.**, and comply with the corresponding obligations.
- 3.- Issues annually the certification required by Article 115 letter h) of the Companies Law related to the Company's shareholder list, including all the information requested by the law and the corresponding resolution issued by the Superintendency of Companies.

This Special Power of Attorney is valid until otherwise revoked. In witness whereof, the undersigned grants this special power of attorney this 23rd day of March 2010.

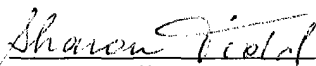


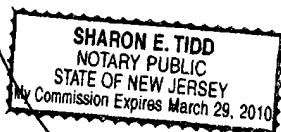
Signature

Ellen Spano, Vice President

AT&T GLOBAL NETWORK ENTERPRISES LLC

Sworn to and subscribed
before me this 23rd day
of March 2010.


Notary Public



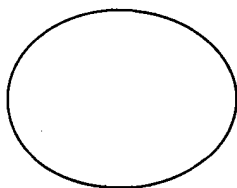
APOSTILLA

(Convención de la Haya de 5 de Octubre de 1961)

- 1.- PAÍS: **ESTADOS UNIDOS DE AMÉRICA**
- 2.- ESTE DOCUMENTO PÚBLICO HA SIDO FIRMADO POR:
SHARON TIDD
- 3.- ACTUANDO EN SU CALIDAD DE:
NOTARIO PÚBLICO DE NEW JERSEY
- 4.- LLEVA EL SELLO /ESTAMPA DE:
SHARON TIDD, NOTARIO

CERTIFICADO

- 5.- EN TRENTON, NEW JERSEY
- 6.- EL: 26 DE MARZO DE 2010
- 7.- POR: ANDREW P SIDAMON-ERISTOFF
TESORERO DE ESTADO
- 8.- NO: **A389510**
- 9.- SELLO/ ESTAMPA

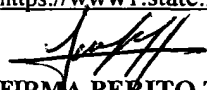


10.- FIRMA:

ILEGIBLE

Número de Certificado: 116737913

Verificar este certificado en

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp
FIRMA PERITO TRADUCTORLorena Molina
CI: 171316726-8