



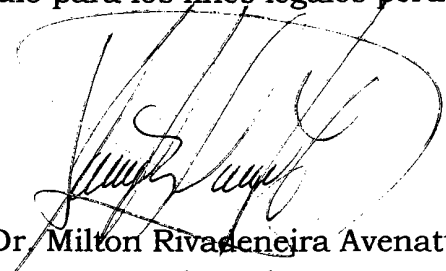
SEÑOR NOTARIO

Dr. Milton Rivadeneira Avenatti, abogado en el libre ejercicio de la profesión, ante usted comparezco, expongo y solicito:

Se sirva protocolizar el Poder Especial conferido por la compañía DAVKRIS HOLDINGS LTD. a favor del compareciente.

Solicitud que la formulo para los fines legales pertinentes.

Atentamente,



Dr. Milton Rivadeneira Avenatti

Abogado

Mat CAP 4690

C.I. 170898038-6

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: **United States of America**

This public document

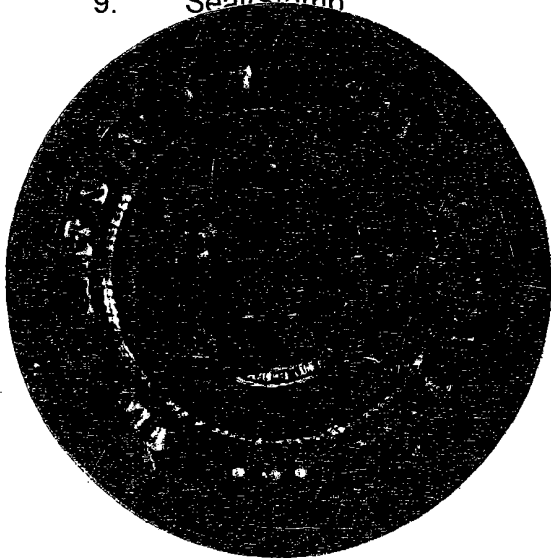
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 16th day of March 2009
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-10661686A

9. Seal/Stamp

10. Signature



James Bizzarri

James Bizzarri
Special Deputy Secretary of State



PODER ESPECIAL

PRIMERA: Compareciente.-

Comparece al otorgamiento del presente Poder Especial el señor Herbert M. Selzer en su calidad de Firmante Autorizado de Lexiserve LLC, Gerente de la compañía DAVKRIS HOLDINGS LLC.

SEGUNDA: Antecedentes.-

1. La compañía DAVKRIS HOLDINGS LLC es una empresa legalmente constituida al amparo de la leyes del Estado de Delaware, con domicilio principal en la ciudad de Wilmington.
2. La precitada compañía es accionista de MILEMPRO S.A., compañía constituida al amparo de las leyes ecuatorianas y con domicilio principal en la ciudad de Quito, República del Ecuador.
3. Para el efecto y a fin de ejercer sus derechos y obligaciones como accionista, la compañía DAVKRIS HOLDINGS LLC ha decidido designar en el Ecuador un Apoderado Especial para que la represente en las Juntas Generales de Accionistas sean estas ordinarias, extraordinarias o universales, para resolver sobre cualquier asunto materia de la convocatoria, exceptuando la contratación de cualquier tipo de deuda u obligación monetaria, real o personal a nombre de MILEMPRO S.A., con todo tipo de personas naturales o jurídicas, sean estas de derecho público o privado, nacionales o extranjeras.
4. Para estos casos, se emitirá un Poder Especial específico en que se detalle este tipo de transacciones y la autorización correspondiente para su aprobación y registro.

LIMITED POWER OF ATTORNEY

FIRST: Appearing Party.-

Mr. Herbert M. Selzer grants this Limited Power of Attorney in his capacity as Authorized Signatory of Lexiserve LLC, the sole Manager of DAVKRIS HOLDINGS LLC.

SECOND: Background.-

1. DAVKRIS HOLDINGS LLC is a limited liability company legally organized according to the laws of the State of Delaware, with its domicile in the city of Wilmington.
2. The above mentioned corporation is a shareholder of MILEMPRO S.A., a corporation incorporated according to the laws of Ecuador, and with its domicile in the city of Quito, Republic of Ecuador.
3. In order to exercise its rights and obligations as shareholder, DAVKRIS HOLDINGS LLC has decided to appoint an Attorney-in-Fact in Ecuador to represent the company in the Ordinary, Extraordinaire and Universal Stockholders Meetings to resolve any matter indicated in the notice of these meetings, except for contracting any type of debt or monetary obligations on behalf of MILEMPRO S.A. with any type of individuals or corporate body, either public or private, national or foreign.
4. For these purposes, a Limited Power of Attorney will be granted detailing these types of transactions and the corresponding authorization for their approval and registration.

TERCERA: Poder Especial.-

Por medio del presente instrumento se otorga Poder Especial, cuanto en derecho se requiere, a favor del Dr. Milton Alberto Rivadeneira Avenatti, mayor de edad, de estado civil casado y de profesión abogado de los juzgados y tribunales de la República del Ecuador.

Por lo tanto, el Dr. Milton Rivadeneira A., representará los derechos y obligaciones de DAVKRIS HOLDINGS LLC en las Juntas Generales de Accionistas así como también queda facultado para realizar su convocatoria, en los términos y condiciones establecidas en la Ley de Compañías.

Por lo tanto, no podrá alegarse falta o insuficiencia del presente instrumento, para los fines legales pertinentes.

CUARTA: Vigencia.-

Este Poder Especial será válido por el término de un (1) año contado a partir de la fecha de otorgamiento del mismo, salvo que sea revocado con anterioridad por la Compañía.

QUINTA: Documentos habilitantes.-

Se adjuntan como documentos habilitantes, los mismos que forman parte integral del presente instrumento, los siguientes: Nombramiento de Lexiserve LLC a través del cual se certifica la representación legal del otorgante; copia del passaporte del otorgante; y, el certificado de existencia legal de la compañía DAVKRIS HOLDINGS LLC otorgado por autoridad competente del Estado de Delaware.

Dado y firmado en la ciudad de Nueva York a los 9th días del mes de Marzo del año dos mil nueve.

THIRD: Limited Power of Attorney.-

A Limited Power of Attorney is hereby granted according to the law to Mr. Milton Alberto Rivadeneira Avenatti, of legal age, married, attorney, licensed in the Republic of Ecuador.

Mr. Milton Rivadeneira A. will represent the rights and obligations of DAVKRIS HOLDINGS LLC at the Stockholders' meetings. He is also hereby empowered to call Stockholders' meetings, under the terms and conditions established in the Laws of Corporations.

The insufficiency of this instrument of this investments may not be alleged with respect to the matter set forth herein.

FOUR: Effectiveness.-

This Limited Power of Attorney is valid for a period of one (1) year starting from the date of issuance of this limited power of attorney, unless earlier revoked by the Company.

FITH: Qualifying documents.-

The following documents are made an integral part of this document: Manager's Certificate of DAVKRIS HOLDINGS LLC, certifying signing authority of the grantor; copy of grantor's passport; and the Certificate of Formation of DAVKRIS HOLDINGS LLC duly stamped by the Department of State of the State of Delaware.

Given and signed in the city of New York this 9th day of March of year 2009.

LEXISERVE L.L.C., Manager (Gerente)

By: _____

Names: Herbert M. Selzer

Titles: Authorized Signatories / Firmantes Autorizados



MANAGER'S CERTIFICATE

LEXISERVE LLC, Manager of DAVKRIS HOLDINGS LLC, a limited liability company duly formed and existing under the laws of the State of Delaware (the "Company"), hereby certifies:

1.0 That according to our records, the Company is validly formed under the laws of the State of Delaware and is in good standing.

2.0 That the following entity is duly appointed Manager and Officer of the Company:

LEXISERVE LLC Manager, President and Secretary

3.0 That the following person is duly appointed President and Manager of the LEXISERVE LLC:

Herbert M. Selzer President and Manager

Annexed hereto as **Exhibit A** and made a part hereof, is a true and correct copy of the listing of the duly authorized signatories of LEXISERVE LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 6th day of March, 2009.

DAVKRIS HOLDINGS LLC
By: Lexiserve LLC, Manager

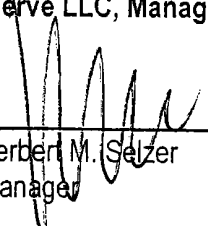
By: 
Name: Herbert M. Selzer
Title: Manager

EXHIBIT A



LEXISERVE LLC

The following named individuals are the managers and/or officers of LEXISERVE LLC, a New York limited liability company (the "Company").¹ Said individuals are authorized to sign on behalf of the Company. Opposite said names are specimen signatures of the aforementioned individuals.

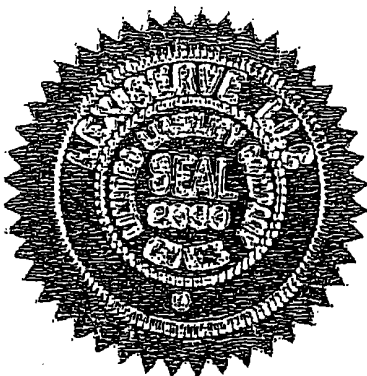
HERBERT M. SELZER

HOWARD BERKE

DAVID J. LEIBMAN

JEFFREY E. WACKSMAN

M. STEPHEN RASCH



1. ARLENE BURGOS AN ATTORNEY AT
LAW, DO HEREBY CERTIFY PURSUANT TO SEC. 2105
CPLR, THAT I HAVE COMPARED THE FOREGOING WITH
THE ORIGINAL, AND HAVE FOUND IT TO BE A TRUE
COPY.

Arlene Burgos
SIGNATURE

¹ With effect as of November 1, 2004.

Delaware

The First State



I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "DAVKRIS HOLDINGS LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2007, AT 5:14 O'CLOCK P.M.

I, Diana M. Salicetti, AN ATTORNEY AT LAW, DO HEREBY CERTIFY PURSUANT TO SEC. 2105 CPLR, THAT I HAVE COMPARED THE FOREGOING WITH THE ORIGINAL, AND HAVE FOUND IT TO BE A TRUE COPY.

Diana M. Salicetti
SIGNATURE

4445159 8100D

071145997



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6108583

DATE: 10-26-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:22 PM 10/23/2007
FILED 05:14 PM 10/23/2007
SRV 071145997 - 4445159 FILE

CERTIFICATE OF FORMATION

OF

DAVKRIS HOLDINGS LLC

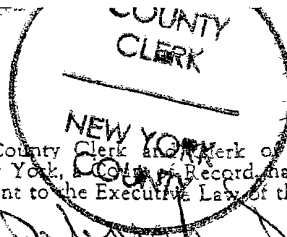
The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Act"), hereby certifies that:

FIRST: The name of the limited liability company is DAVKRIS HOLDINGS LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is: Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 23rd day of October, 2007.

/s/ Herbert M. Selzer
Herbert M. Selzer, Authorized Person



695160

Form 1

York } ss.:
New York }

NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, and for the County of New York, a Court of Record, having by law a seal, HEREBY CERTIFY pursuant to the Executive Law of the State of New York that

Delbert S. Gerschenfeld

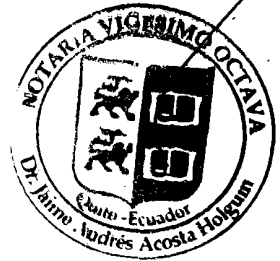
is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the same time a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified as such; that pursuant to law, a commission or a certificate of his official character, with his signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC and the signature on the annexed instrument with his autograph signature deposited in my office, and such signature is genuine.

WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

MAR 16 2009
00

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County

STATE OF NEW YORK)
) S.S.:
COUNTY OF NEW YORK)



On the 16th day of March in the year 2009, before me, the undersigned, personally appeared Herbert M. Selzer personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity.

Deborah Das-Grinchenko
Notary Public

Deborah Das-Grinchenko
Notary Public State of New York
No. 01DA6176280 Qualified in Queens County
Certificate Filed in New York County
Commission Expires 10-29-2011

RAZÓN CERTIFICADO: Que la presente es fiel fotocopia del documento que antecede, el cual se le entregó al interesado por el interesado en cinco (5) mil(es) para este efecto ante el Notario Público, quien lo ha certificado una (1) vez, habiendo sido entregado al interesado al mismo tiempo, en la Notaría Vicesimo Octavo celebrando a plenos, conforme lo ordena la Ley.
Quito, 9 de Noviembre de 2009

EL NOTARIO

FIRMADO: DOCTOR JAIME ANDRES ACOSTA HOLGUIN
NOTARIO VICESIMO OCTAVO DEL CANTON QUITO

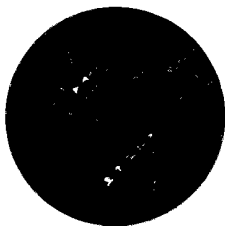
DR. JAIME ANDRES ACOSTA HOLGUIN
QUITO - ECUADOR

ZON DE PROTOCOLIZACIÓN: A PETICIÓN DEL DOCTOR MILTON RIVADENEIRA AVENATTI, CON MATRICULA PROFESIONAL NUMERO CUATRO MIL SEISCIENTOS NOVENTA DEL COLEGIO DE ABOGADOS DE PICHINCHA, SE PROTOCOLIZÓ EN EL REGISTRO DE ESCRITURAS PUBLICAS DEL PRESENTE AÑO EN LA NOTARÍA VIGÉSIMO OCTAVA DEL CANTÓN QUITO, ACTUALMENTE A MI CARGO, EL DOCUMENTO QUE ANTECEDE EN OCHO FOJAS ÚTILES.- QUITO, A 9 DE NOVIEMBRE DEL AÑO DOS MIL NUEVE.

FIRMADO: DOCTOR JAIME ANDRES ACOSTA HOLGUIN
NOTARIO VIGESIMO OCTAVO DEL CANTON QUITO

DR. JAIME ANDRES ACOSTA HOLGUIN
NOTARIO VIGESIMO OCTAVO

SE PROTOCOLIZO ANTE MI, Y EN FE DE ELLO CONFIERO ESTA SEGUNDA COPIA CERTIFICADA DE PODER ESPECIAL, OTORGADO POR: LA COMPAÑÍA DAVKRIS HOLDINGS LTD, A FAVOR DE: MILTON RIVADENEIRA AVENATTI. FIRMÁNDOLA Y SELLÁNDOLA EN QUITO A, 09 DE NOVIEMBRE DEL DOS MIL NUEVE.




DR. JAIME ANDRES ACOSTA HOLGUIN
NOTARIO VIGESIMO OCTAVO DEL CANTON

