

A black and white copy of this document is not official.



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 Elizabeth Gronlier

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida



Certified

5. at Tallahassee, Florida

6. the Nineteenth day of March, A.D., 2010

7. by Secretary of State, State of Florida

8. No. 2010-25461

9. Seal/Stamp:



NOTARIA 3-11 DEL CANTON MANTA
NOTARIO PÚBLICO
Fotocopia
del original.

3 1 MAR 2010

EL NOTARIO

Ab. Raúl González Melgar

10. Signature:

Secretary of State

DSDE 99 (3/03)

The original document has a reflective line mark on paper. Hold at an angle to view when checking.

If photocopied or chemically altered, the word "VOID" will appear.

State of Florida appears in small letters across the face of this 8 1/2 x 11 document.

SEÑOR NOTARIO.- En el Registro de Escrituras Públicas a su cargo, sírvase insertar una de Poder Especial, contenido en las siguientes cláusulas. **PRIMERA: COMPARECIENTE.-** Comparece a la celebración y suscripción de la presente Escritura de Poder Especial, el señor **ALDO DUEÑAS**, en calidad de **APODERADO ESPECIAL** y como tal representante legal de la sociedad norteamericana **TUNA PRODUCTION HOLDINGS LLC.**, a quien se le denominará como "**LA MANDANTE O PODERDANTE**". **SEGUNDA: ANTECEDENTES.- UNO.-** La sociedad norteamericana **TUNA PRODUCTION HOLDINGS LLC.**, es socia de la compañía ecuatoriana **PESPESCA S. A.**, y como tal conforma la Junta General de Accionistas, que es el órgano supremo de la compañía de conformidad con la legislación ecuatoriana. **DOS.-** Para los fines legales pertinentes y de conformidad con la normativa legal del Ecuador, es interés de la referida sociedad norteamericana, como accionista de la compañía ecuatoriana **PESPESCA S. A.**, otorgar un poder para que en esta calidad, el apoderado la represente legalmente en el Ecuador, en el AREA SOCIETARIA, en las Juntas Generales de Accionistas, sean estas ordinarias o extraordinarias. **TERCERA: OTORGAMIENTO DE PODER ESPECIAL.-** Con los antecedentes expuestos el señor **ALDO DUEÑAS**, en calidad de **APODERADO ESPECIAL** y como tal representante legal de la sociedad norteamericana **TUNA PRODUCTION HOLDINGS LLC.**, y haciendo uso de esa facultad, otorga **PODER ESPECIAL** a favor del señor **NARCISO AQUILES GERMAN SALABARRIA**, de nacionalidad ecuatoriana, para que en nombre y representación de la sociedad norteamericana **TUNA PRODUCTION HOLDINGS LLC.**, como socia de la compañía ecuatoriana **PESPESCA S. A.**, ejecute y realice los siguientes actos en el Ecuador: **TRES. UNO.-** Para que convoque y asista a todas las juntas generales sean estas ordinarias y extraordinarias, según las instrucciones que se determinan en la cláusula cuarta de este poder, representado al cien por ciento del capital social de ella, cada vez que sea necesario. **TRES. DOS.-** Para que decida con voz y voto en todas las juntas generales sean estas ordinarias o extraordinarias, según las instrucciones que se determinan en la cláusula cuarta de este poder, representado al cien por ciento del capital social de ella, cada vez que sea necesario. **TRES. TRES.-** Para que suscriba todas las actas de juntas generales sean estas ordinarias o extraordinarias, representado al cien por ciento del capital social de ella, cada vez que sea necesario. **TRES. CUATRO.-** Se deja expresamente aclarado que ningún organismo, ministerio, autoridad administrativa o judicial, dependencia pública o privada ecuatoriana o extrajera, podrá alegar falta de poder en tal sentido. **CUARTA: CLAUSULA ESPECIAL, PARA LA ACTUACION DEL APODERADO ESPECIAL EN EL ECUADOR.-** Se deja expresamente determinado que la Junta General de Accionistas de la compañía ecuatoriana **PESPESCA S. A.**, conformada por la sociedad norteamericana **TUNA PRODUCTION HOLDINGS LLC.**, a través de quien la represente legalmente, instruirá al apoderado especial señor **NARCISO AQUILES GERMAN SALABARRIA**, para que asista en las Juntas Generales, cada vez que se las realice; las instrucciones a ejecutarse deberán constar por escrito y serán enviadas vía electrónica o cualquier otra forma de comunicación; instrucciones que formarán parte del libro de expediente de actas y verán su vigencia exclusivamente sobre el cumplimiento del objeto social y el giro legal del negocio de la compañía **PESPESCA S.A.** **QUINTA: PLAZO.-** El presente poder mantendrá su vigencia hasta que sea revocado expresamente por la mandante.

Firmado el 5 de Marzo del 2010

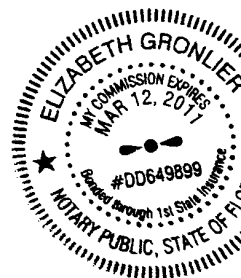

Aldo Dueñas
Tuna Production Holdings LLC

NOTARIA 3ra. DEL CANTON MANTA
DOY FE: Que la presente fotocopia
es igual a su original.

31 MAR 2010

EL NOTARIO

Ab. Raúl González Melgar

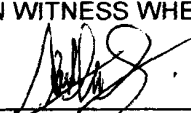


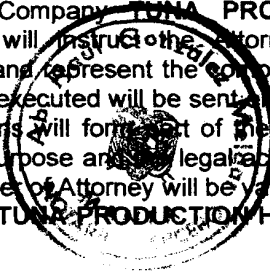
LIMITED POWER OF ATTORNEY

Notary Public - In the registry of public documents under your custody, please hereby insert the following Limited Power of Attorney outlined as follows: **FIRST:** That I, **ALDO DUEÑAS**, am the Director and legal representative of **TUNA PRODUCTION HOLDINGS LLC.**, a US corporation; therefore, in all capacity to make, constitute and appoint an attorney-in-fact. **SECOND: BACKGROUND: ONE:** the US company **TUNA PRODUCTION HOLDINGS LLC** is shareholder of the Ecuadorian company **PESPESCA S.A.**; and as a shareholder is part of the

General Shareholders Assembly, the highest governing entity of the company according to Ecuadorian legislation. **TWO:** For legal purposes and according to Ecuadorian laws, it is the US Company's interest as shareholder of the Ecuadorian entity **PESPESCA S.A.** to make, constitute and grant a limited power of attorney so that its interests, specifically as they relate to **CORPORATE MATTERS**, are duly legally represented in Ecuador in all ordinary and extraordinary meetings held by the General Shareholders Assembly. **THIRD: GRANTING OF LIMITED POWER OF ATTORNEY** - Based on the above, **ALDO DUEÑAS** as legal representative of the US Company **TUNA PRODUCTION HOLDINGS LLC.**, hereby makes, constitutes and appoints **NARCISO AQUILES GERMAN SALABARRIA**, Ecuadorian, to be the true and lawful attorney-in-fact. The Attorney-in-Fact is hereby authorized to act in thy name, place and stead, and in the name of the US Company **TUNA PRODUCTION HOLDINGS LLC.** as shareholder of the Ecuadorian entity **PESPESCA S.A.**, giving him the right to execute and to carry out the following in Ecuador: **THIRD: ONE** - to call upon, and to attend all Shareholders General Assemblies, both ordinary and extraordinary meetings in representation of 100% of the company's stake in stock, according to the instructions set forth in this Limited Power of Attorney. **THIRD: TWO** - To decide and execute its voting power in all General Assemblies, ordinary and extraordinary meetings in representation of 100% of the company's stake in stock, according to the instructions set forth in this Limited Power of Attorney. **THIRD: THREE** - To subscribe all ordinary and extraordinary shareholders' meeting minutes in representation of 100% of the company's stake in stock. **THIRD: FOUR** - It is hereby declared that no government agency, government ministry, administrative authority, judicial authority, public or private agency, Ecuadorian or foreign, will be able to allege lack of authority and/or power. **FOURTH: SPECIAL REGULATION FOR THE ATTORNEY-IN-FACT'S ACTS IN ECUADOR** - It is hereby expressly declared that the Shareholders General Assembly of the Ecuadorian company **PESPESCA S.A.** is comprised by the US Company **TUNA PRODUCTION HOLDINGS LLC**, through its legal representative, who will instruct the Attorney-in-fact, **NARCISO AQUILES GERMAN SALABARRIA**, with to act and represent the company before all the General Assemblies. The instructions of all acts to be executed will be sent electronically or via any other means of communication. These instructions will form part of the Corporate Book and will be regarding the compliance of the business purpose and the legality of the company **PESPESCA S.A.** **FIFTH. TERM** - This Limited Power of Attorney will be valid until it is expressly revoked by **ALDO DUEÑAS** in representation of **TUNA PRODUCTION HOLDINGS LLC**.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 5 day of March, 2010.


Aldo Dueñas
Tuna Production Holdings LLC

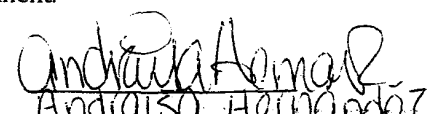

3 1 MAR 2010
EL NOTARIO
Ab. Raúl González Melgar

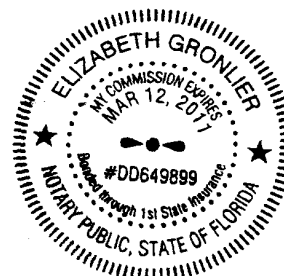
TRANSLATION CERTIFICATION OF AUTHENTICITY

I, Andraisa Hernandez, understand the English language and the Spanish language; and to the best of my knowledge and belief, the statements in Spanish language, of the enclosed document, have the same meaning in English as the statements in the Spanish found in the original documents.

I certify that the English translation is a true, accurate, and complete translation of the original Spanish document.

Signature:
Name:
Date:


Andraisa Hernandez
3/11/10



Signed this 10th day of M.
2010, by Andraisa Herna
Personally Known to me

