

ESTADO DE CALIFORNIA

Secretaria de Estado

Certificado de Estado

NOMBRE DE LA ENTIDAD: AMERICAN COCOA PRODUCTION COMPANY, LLC.

NÚMERO DE EXPEDIENTE: 201021710141

FECHA DE CONSTITUCIÓN: 08/03/2010

TIPO: COMPAÑÍA NACIONAL DE RESPONSABILIDAD LIMITADA

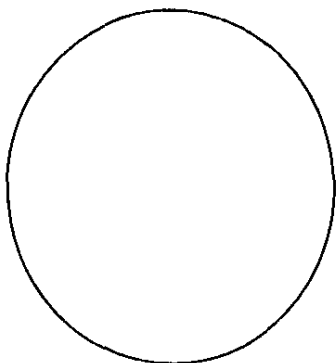
JURISDICCION: CALIFORNIA

ESTADO: ACTIVA (OBLIGACIONES CUMPLIDAS)

Yo, DEBRA BOWEN, Secretaria del Estado de California, por la presente certifico:

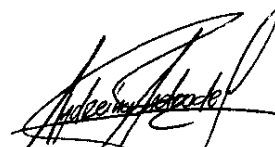
Los archivos de esta oficina indican que la entidad está autorizada para ejercer todos los poderes, derechos y privilegios en el Estado de California.

En esta oficina no hay información disponible que otorgue la condición financiera, actividades económicas o prácticas de la entidad.



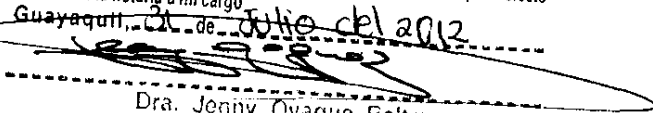
En fe de lo cual, yo suscribo este certificado
y fijo el Sello del Estado de California, en este
día, 26 de Junio del 2012.

Firma
DEBRA BOWEN
Secretaria de Estado


Andreína Andrade Limongi
C.I.: 0915507628

Certifico que lo antedicho ha sido traducido al español de su documento original.

Yo, Dra. YENNY OYAGUE BELTRAN.- Notaria Sexta del Cantón Guayaquil,
De conformidad con la atribución que me confiere en Numeral 5 del Art. 18 de la Ley Notarial,
DOY FE: Que la fotocopia que antecede es exacta y conforme con el documento Original que se me ha
exhibido en una foja(s) útiles y que otra fotocopia
con la nota respectiva la he incorporado en el Libro de Diligencias que al efecto
se lleva en la notaría a mi cargo
Guayaquil, 26 de Julio del 2012


Dra. Jenny Oyague Beltran
Notaria Sexta



State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: AMERICAN COCOA PRODUCTION COMPANY, LLC

FILE NUMBER: 201021710141
FORMATION DATE: 08/03/2010
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

CO CERTIFICO...ES CONFORME
AL DOCUMENTO QUE ME HA
SIDO EXHIBIDO...

04 JUL 2012

GUAYAQUIL



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of California this
day of June 26, 2012.

Dr. Rodolfo Pérez Pimentel
NOTARIO PUBLICO DÉCIMO SEXTO
DEL CANTÓN GUAYAQUIL

Debra Bowen

DEBRA BOWEN
Secretary of State



MMS

American Cocoa Production LLC

POWER OF ATTORNEY

We, **Francis Perez and Marta Edghill**, President and Director of **ATC ADMINISTRATORS S.A.**, manager of **American Cocoa Production LLC**. ("The Company"), duly authorized to perform this act on behalf of the Company and for the purposes that derive, legally and as prescribed by regulation, under the laws of the Republic of Ecuador, hereby confer **POWER OF ATTORNEY** in favour of **LAWYER ANDRES DE LOS ANGELES SUAREZ TRUJILLO**, a citizen of Ecuador, whose identity card number is **0913433405** and Guayas Bar Association registry number is **13174**, domiciled at Avenida Miguel H. Alcivar, Mz. 506, Edificio Torres del Norte, Piso 8, Oficina 810, Ciudadela Kennedy Norte, Guayaquil, Ecuador; as expressed in the following terms:

This Power of Attorney is conferred on **LAWYER ANDRES DE LOS ANGELES SUAREZ TRUJILLO** to the full extent provided under the statutes pertaining to his professional practice as a lawyer and according to the provisions contained in current legislation for such purpose.

A) GENERAL POWERS FOR LITIGATION:

ONE) To appear before any Courts of Law and Hearings, either ordinary or special, of any level or jurisdiction, and before any other authority, Magistracy, Government Attorney's Office, Notary Public's Office, Public Registry, Tax Authority or Agency, State office or official, Central Government, Autonomous Community, Province, Municipality or any other local entities, autonomous bodies, and other public entities, including international bodies and other Entities established or to be established, in any of their branches, agencies, and services; and to file, follow through and bring to a conclusion before them, as plaintiff, defendant, third party, intervenor, claimant, or in any other capacity.



all manner of actions, lawsuits, and proceedings, whether civil, criminal, administrative, social, contentious-administrative, financial-administrative, labor-related, governmental, notarial, mortgage-related, tax-related, voluntary jurisdiction proceedings or any other type.

TWO) In all such cases, to bring, reply to, and follow through all kinds of actions, suits, complaints, proceedings, charges, exceptions and pleas, throughout all their procedures and formalities and up to their conclusion, and to bring any other causes of action and to request discontinuance of suits or proceedings, exercising such powers in whatever cases may require his personal ratification; to sign and submit writs and attend all manner of proceedings; and to request and receive any service of process, subpoena and summons.

THREE) To send, receive and respond to injunctions and service of process; file appeals and any other action prior to proceedings.

FOUR) To challenge witnesses; supply and challenge evidence, waive evidence and transfer of proceedings. Reply to interrogatories and testify in lawsuits and in any kind of questioning stipulated by law.

FIVE) To request judicial authorizations, file inheritor statements and declarations of title; request accruals, settlements and appraisal of court costs; institute jurisdiction disputes and raise questions of competence; institute pretrial, preparatory or prior proceedings; and carry forth other incidental matters until the relevant court order is issued or ruling rendered.

SIX) To lodge and prosecute all manner of appeals, including those that are governmental and contentious-administrative, and those for reversal, appeal, reform, petition, pleading, manifest injustice, reconsideration, grievance, nullity, and lack of jurisdiction; file and prosecute actions for enforcement of constitutional right before the Constitutional Court, in addition to extraordinary



appeals for rescission of judgment or cassation interest and extraordinary appeals for breach of procedure, and others according to law; and, in general, to perform, without limitation, what the respective laws of procedure allow.

SEVEN) To request, furnish, lift or pay off embargos, seizures, deposits, foreclosures, ejections and provisional notations, as well as request administration, intervention or any other measure of preservation, security, prevention or guarantee, and modify or terminate them; and to designate experts. Take part in court or out-of-court auctions, and assign rights awarded in auction to third parties, or accept assignments or transfers that others may make to the Company; request ejections, evictions, take possession of goods and chattels or real estate required as the consequence of lawsuits in which they are a party. Furnish securities; make judicial deposits, as well as receive from the Court the amounts deposited as the price of auction.

B) SPECIAL POWERS FOR LITIGATION:

ONE) To file extraordinary appeals for cassation and review. Discontinue or withdraw from any appeal, including the abovementioned. Institute the disqualification of Judges and Magistrates.

TWO) To hold conciliation proceedings, with or without a settlement, where cases of acts of disposal are involved. Negotiate settlements and agreements; submit to arbitration any disputed matters or others that arise subsequently. Grant personal ratifications on behalf of the Company. Waive or acknowledge rights; accept or abide by; waive debated legal action or lawsuit, or abandon them; accept and reject proposals from the debtor, as well as make declarations that may lead to dismissal or discontinuance of the proceedings in view of out-of-court settlement or supervening lack of cause of action.

THREE) To receive amounts, whether in compensation or not, resulting from judicial decisions favorable to the Company, whether in the name of the



Company or the Attorney.

FOUR) To secure attestation of notarial certificates of attendance, injunction, service of process, reference, notarization, or others for evidence; remittance of writs, presentation, voluntary deposit or , including taking part in auctions in the presence of a notary public.

FIVE) To institute and appear personally in proceedings to stop payment, for reduction of amounts or extension of terms of payment, at creditors' meetings or bankruptcy proceedings, and to carry them through to their conclusion; and, especially, to take part with full say and voting rights in insolvency proceedings and for approval of the respective intercreditor agreement; and to appoint Trustees and administrators, auditors and members of the court. Settle and adjust credits, collect credits and contest transactions and agreements, accept positions on and appoint members of conciliation bodies.

C) GENERAL POWER OF ATTORNEY FOR ADMINISTRATION AND/OR DISPOSITION IN THE REPUBLIC OF ECUADOR

ONE) To administer, control, govern, dispose of the Company's assets and all its goods and chattels and real estate, whether tangible or intangible, present or future, and to sell, acquire, exchange, assign, transfer, mortgage or pledge, payment in kind, and in any other way dispose of said assets, be they exclusively owned or co-owned proindiviso by the Company, or in partnership with individuals or body corporates.

TWO) To purchase, sell, or otherwise acquire and dispose of real estate, shares, bonds, securities, products, negotiable instruments, and other effects, as well as to discount, guarantee, endorse, draw, and issue promissory notes, bills of exchange, drafts, bonds, and all types of negotiable instruments in general.



THREE) To open bank accounts of any kind, performing any type of bank operation and at any institution in Ecuador, whether a private or a government bank; draw on deposited funds that are to be deposited, or not (overdrafts), in checking accounts, savings accounts, or any other form; withdraw current or future cash deposits, securities, objects, merchandise, documents and correspondence from public offices and banking institutions, whether government or private; draw, sign, accept, reject, endorse, discount, protest, and pay off checks, bills of exchange, vouchers, promissory notes, and other commercial or civil credit instruments, receiving their amounts.

FOUR) To take out mortgage credits or loans, both chattel and simple, with or without collateral guarantees, real or personal, in cash, in mortgage securities, or otherwise.

FIVE) To enter into and make contracts with non-profit organizations and corporations (limited companies), limited partnerships, general partnerships and limited liability companies, joint-stock companies, or of any other nature, as well as to represent the stocks or shares of the Company in the General Stockholders' or Partners' Meetings.

SIX) To rent safety boxes, request their opening or the opening of those already rented in the Company's name, and withdraw the contents therein.

SEVEN) To initiate, continue, discontinue, and terminate all manner of steps and procedures before any government authority or agency in which the partnership may have a need or interest in acting and enforcing its rights in the Republic of Ecuador.

EIGHT) To determine and pay any kind of taxes, fees, or levies; file, claim, reject, make remarks to, accept, or contest tax assessments, appraisals, inventories, taxes, or statements.



NINE) To collect and receive, by private or judicial means, any amounts owed to the Company; give and demand receipts or bills of payment, for partial or full amounts; receive all manner of goods in payment of what is owed the Company and in lieu of mortgage or pledge security .

TEN) To act as the principal's representative and defend all its ownership rights, and interests of any other kind, the Attorney may use all the general and special powers that are conferred on him herein to file, oppose, contest, testify, discontinue, accept discontinuances, settle, negotiate and prosecute all types of suits, whether legal, administrative, or of any nature, petitions, actions and exceptions.

ELEVEN) The Attorney- may delegate this power of attorney in whole or in part and confer representations or special delegations, at all times reserving for himself the power to resume [full] legal representation.

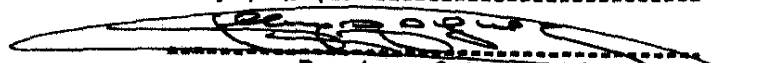
All these powers shall be exercised with no need for additional proof to demonstrate the Power of the Attorney to act on behalf of the Company. This Power of Attorney shall remain in force as long as it is not expressly revoked. Finally, the Attorney appointed herein shall exercise this Power of Attorney in representation of the Company within the territory of the Republic of Ecuador.

Issued and signed this 30th day of November, 2010



**ATC Administrators INC. manager of
American Cocoa Production LLC**

Yo, Dra. YENNY OYAGUE BELTRAN.- Notaria Sexta del Cantón Guayaquil,
De conformidad con la atribución que me confiere en Numeral 5 del Art. 18 de la Ley Notarial,
DOY FE: Que la fotocopia que antecede es exacta y conforme con el documento Original que se me ha
exhibido en 210 foja(s) útiles y que otra fotocopia
con la nota respectiva la he incorporado en el Libro de Diligencias que al efecto
se lleva en la notaria a mi cargo
Guayaquil, 4 de Julio del 2012


**Dra. Jenny Oyague Beltran
Notaria Sexta**

