

**WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
CARIBBBEAN PROJECT MANAGEMENT, P.C.**

The undersigned, being all the directors of Caribbean Project Management, P. C., a professional corporation organized and existing under the laws of the Commonwealth of Puerto Rico (the "Corporation"), hereby execute this Written Consent of the Board of Directors, in accordance with, and as permitted by, Article 4.01(e) of the Commonwealth of Puerto Rico's General Law of Corporations (the "Law"), and adopt the following resolutions:

**WHEREAS**, the undersigned deem it advisable and in the best interests of the Corporation that the same be converted to a limited liability company organized and existing under the laws of the Commonwealth of Puerto Rico, pursuant to Article 19.16 of the Law;

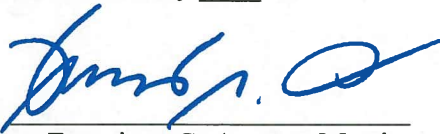
**NOW, THEREFORE, BE IT RESOLVED**, that the conversion of the Corporation to a limited liability company organized and existing under the laws of the Commonwealth of Puerto Rico under the name of CPM PR, LLC is hereby authorized and approved, subject to the authorization and approval of the shareholders of the Corporation;


**BE IT RESOLVED FURTHER**, that the Board of Directors of the Corporation recommends that the shareholders of the Corporation authorize and approve the conversion; and

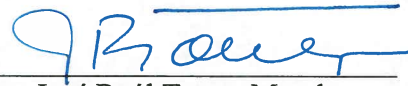
**BE IT RESOLVED FURTHER**, that upon the approval of the conversion by the shareholders of the Corporation, the President, Vice President, Secretary and Treasurer, of the Corporation are each hereby authorized to do all things and to do and perform any and all acts and to execute all agreements, documents, and other papers that he may consider necessary or proper to consummate the conversion, including any ruling request or documents requested by the PR Treasury Department with respect to such conversion and partnership election under the PR Internal Revenue code, as amended.


IN WITNESS WHEREOF, this Written Consent of the Board of Directors of the

Corporation has been executed by the undersigned directors of the Corporation effective as of February 29, 2016.

By:   
Name: Francisco G. Arteaga Martínez  
Title: President

By:   
Name: Yamil D. Cirino Vigo  
Title: Secretary

By:   
Name: José Raúl Torres Morales  
Title: Vice President

By:   
Name: Otto Bayona Laboy  
Title: Treasurer