

LINKACTIV, INC.

WRITTEN CONSENT OF DIRECTORS AUTHORIZING THE STATUTORY CONVERSION AND REORGANIZATION PLAN

The undersigned, being all of the members of the Board of Directors of **LINKACTIV, INC.** (the "Corporation"), a corporation organized and doing business under the laws of Puerto Rico, pursuant to Article 4.01(E) of the Puerto Rico General Corporations Act, Act No. 164 of December 16th, 2009, as amended (the "Puerto Rico Corporations Act"), do hereby unanimously consent in writing to the adoption of the following corporate actions and resolutions in lieu of a meeting of the Board of Directors of the Corporation:

PREAMBLE

WHEREAS, the Corporation was organized with the Secretary of State of Puerto Rico (the "Secretary of State") on September 2, 1993 under registry number 84766;

WHEREAS, the authorized capital of the Corporation amounts to One Hundred Thousand Shares of Common Stock (100,000), Ten Dollar (\$10) Par Value each, of which Two Hundred Shares of Common Stock (200) are duly issued and outstanding.

WHEREAS, the Board of Directors of the Corporation has determined that, in order to organize under a more flexible and efficient type of business entity, it is advisable and beneficial to convert the Corporation's legal structure into a limited liability company organized under the laws of Puerto Rico pursuant to Articles 10.16 and 19.16 of the Puerto Rico Corporations Act (the "Conversion").

NOW THEREFORE, BE IT HEREBY RESOLVED, that the Corporation be converted into a limited liability company organized under the laws of Puerto Rico subject to the following:

TERMS & CONDITIONS

1. **Preamble**. The aforementioned preamble is hereby made an integral part of this plan document.

2. **The Conversion**. The Corporation shall be converted into a limited liability company to be named **LinkActiv, LLC** (the "Company") pursuant to Articles 10.16 and 19.16 of the Puerto Rico Corporations Act and the following conditions:

(a) The President and/or any other authorized officer of the Corporation shall cause the filing, electronically or otherwise, with the Secretary of State of the Certificate of Conversion that shall comply with all the requirements provided under Articles 10.16 and 19.16 of the Puerto Rico Corporation Act.

(b) Simultaneously with the filing of the aforementioned Certificate of Conversion, the President and/or an authorized officer of the Corporation shall cause the filing, electronically

or otherwise, with the Secretary of State of the corresponding Certificate of Formation of the Company (the "Certificate of Organization").

(c) The Conversion shall be effective as of December 31, 2018 (the "Effective Date").

(d) At the Effective Date, each issued and outstanding shares of Common Stock of the Corporation shall be exchanged and/or substituted for one unit of Membership Interest of the Company pursuant to that certain Operating Agreement to be executed by the shareholders of the Corporation.

(e) As a result of the Conversion, the shareholders of the Corporation shall remain to be the shareholders of the Company, a legal entity that shall be administered pursuant to the aforementioned Operating Agreement and the Puerto Rico Corporations Act.

3. Effect of Conversion. For all legal and business purposes, as a result of the Conversion, the Company shall be deemed to be the same entity as the Corporation. In particular:

(a) The Corporation shall not wind up its affairs or pay its liabilities and distribute its assets. The Conversion shall not constitute a dissolution of the Corporation.

(b) The existence of the Company shall be deemed to have commenced on the date of incorporation of the Corporation; specifically, September 2, 1993.

(d) For all the purposes of the laws of Puerto Rico, all of the rights, privileges and powers of the Corporation and all property, real, personal and mixed, and all debts due to the Corporation as well as all other things and causes of action belonging to the Corporation, shall remain vested in the Company and shall be the property of the Company.

(e) The title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion, but all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall remain attached to the Company and may be enforced against said entity to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Company.

(f) The rights, privileges, powers and interest in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, shall not be deemed, as a consequence of the Conversion, to have been transferred to other entity or business form for any purpose of the laws of Puerto Rico.

4. Miscellaneous.

(a) This Statutory Conversion and Reorganization Plan contains all of the terms and conditions approved, authorized and ratified by the Board of Directors of the Corporation for the

Conversion and are hereby expressly recommended to the shareholders of the Corporation for their approval.

(b) This Statutory Conversion and Reorganization Plan may be executed simultaneously by the members of the Board of Directors in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

(c) This Statutory Conversion and Reorganization Plan and the Conversion shall be governed by and construed and enforced in accordance with the laws of Puerto Rico.

(d) Pursuant to the Puerto Rico Corporations Act, in order for the Conversion to be authorized, this Statutory Conversion and Reorganization Plan shall be approved and adopted by all issued and outstanding shares of Common Stock of the Corporation as of the Effective Date, whether voting or nonvoting. Said approval shall be provided by the stockholders, via written consent, on or before the Effective Date.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors duly execute and approve this corporate action by written consent as of December 20, 2018.



Maria Luisa Ferré Rangel
Director



Antonio Luis Ferré Rangel
Director



Maria Eugenia Ferré Rangel
Director



Maria Lorenza Ferré Rangel
Director



Vilmarie Carrasquillo Lebrón
Director