

JDS (BVI) Limited

(the "**Company**")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY

1 Amendment and Restatement of Memorandum and Articles of Association

- 1.1 It is noted that the Company proposes to amend and restate the memorandum and articles of association of the Company currently registered by the Registrar of Corporate Affairs in the British Virgin Islands (the "**Registrar**") by adopting amended and restated memorandum and articles of association in the form attached to these resolutions in the Appendix (the "**Amended and Restated Memorandum and Articles of Association**").
- 1.2 It is noted that the amendments to be made pursuant to the Amended and Restated Memorandum and Articles of Association will be effective from the date of registration by the Registrar.
- 1.3 It is resolved that:
- (a) the Amended and Restated Memorandum and Articles of Association be approved and adopted by the Company;
 - (b) the Company's registered agent, Maples Corporate Services (BVI) Limited, be and is hereby authorised and instructed to file the Amended and Restated Memorandum and Articles of Association with the Registrar.

2 Approval of Ancillary Matters

It is resolved that in connection with the actions contemplated by the foregoing resolutions, any director of the Company (each a "**Director**") and such other person(s) as are authorised by any Director are authorised in the name of and on behalf of the Company:

- (a) to sign, execute or seal and dispatch all other such documents, instruments or notices on behalf of the Company in connection with the matters contemplated by these resolutions as he or she shall in his or her absolute discretion think fit, the signature of any such person on any such document, instrument or notice being due evidence for all purposes of such person's approval thereof on behalf of the Company; and
- (b) to do such further acts and things as such person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, the taking of such action being due evidence for all purposes of such person's approval thereof on behalf of the Company.

3 Ratification of Prior Actions

It is resolved that any of the foregoing matters that have been done on or before the date of these resolutions are hereby adopted, ratified, confirmed and approved in all respects as if such actions had been presented for approval, and approved by, prior to such actions being taken.

A handwritten signature in black ink, consisting of a stylized 'M' and 'S' followed by a horizontal line.

Michael Stern

Date:

Appendix

Draft Amended and Restated Memorandum and Articles of Association