

WRITTEN CONSENT OF THE MANAGER OF  
1 GLOBAL CAPITAL LLC

July 27, 2018

The undersigned, being and constituting the sole manager (the "Manager") of **1 GLOBAL CAPITAL LLC**, a Florida limited liability company (the "Company"), acting pursuant to the authority of the Florida Revised Limited Liability Company Act, does hereby adopt the following recitals and resolutions effective as of the date hereof.

Filing of Bankruptcy Petition for the Company

WHEREAS, the Manager has considered the financial and operational aspects of the Company's business and the recommendations of the Company's professionals and advisors.

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, its members and other interested parties that a petition (the "Petition") be filed by the Company seeking relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Florida; and be it

FURTHER RESOLVED, that the proper managers and officers of the Company, including, without limitation, Steven A. Schwartz (collectively, the "Authorized Persons"), are hereby authorized and empowered on behalf of and in the name of the Company to execute, verify and cause to be filed the Petition, together with schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petition, at such time as the Authorized Persons consider it appropriate; and be it

FURTHER RESOLVED that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by the Authorized Persons, shall be, and each hereby is, authorized and empowered to cause the Company and such of its affiliates as they deem appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such Authorized Person shall be necessary, proper, and desirable to prosecute to a successful completion the Company's chapter 11 case and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and be it

FURTHER RESOLVED, that the Authorized Persons shall be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to retain Greenberg Traurig, LLP to assist in the Company's chapter 11 case on such terms as are deemed necessary, proper, or desirable by the Authorized Persons.

Appointment of Independent Manager

WHEREAS, the Manager desires to resign from any and all of his positions at the Company and appoint an independent manager of the Company effective immediately after the filing of the Petition;

WHEREAS, the Manager has reviewed the experience and qualifications of James S. Cassel, of Cassel Salpeter & Co., LLC, and desires to appoint such person to serve as an independent manager (the "Independent Manager") of the Company (the "Independent Manager Appointment"), and believes such Independent Manager Appointment is advisable to and in the best interests of the Company;

WHEREAS, the Manager has signed and delivered a letter of resignation, such letter to be effective immediately after the filing of the Petition.

NOW, THEREFORE, BE IT RESOLVED, that the Manager hereby resigns from the Company, with such resignation effective immediately after the filing of the Petition; and be it

FURTHER RESOLVED, that the Manager hereby authorizes and approves the Independent Manager Appointment, to be effective immediately after the filing of the Petition, with the Independent Manager to serve in such capacity in accordance with the Operating Agreement, as amended, such that immediately after the filing of the Petition the Independent Manager is the sole manager of the Company.

General Authorization

NOW, THEREFORE, BE IT RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company by the Manager, Independent Manager or the Authorized Persons prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed adopted and approved; and be it

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Manager, Independent Manager or the Authorized Persons to effectuate the matters and transactions contemplated by the foregoing resolutions be, and they hereby are, adopted; and be it

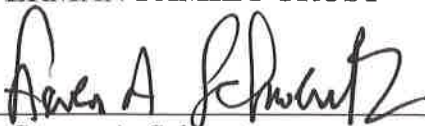
FURTHER RESOLVED, that the Manager, Independent Manager, and Authorized Persons be authorized and directed to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Company and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the Manager or Independent Manager of the Company executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the

purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Manager or Independent Manager relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned has executed this Consent the 27<sup>th</sup> day of July, 2018.

**RUDERMAN FAMILY TRUST**

By:   
Name: Steven A. Schwartz  
Title: Trustee