

**ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER
OF
LATIN AMERICA ADVISORY GROUP, LLC
IN LIEU OF AN ORGANIZATIONAL MEETING**

The undersigned, being the Sole Member of **LATIN AMERICA ADVISORY GROUP, LLC**, a Delaware limited liability company (the “Company”), take the following actions by written consent without a meeting, effective as of March 7th, 2019 pursuant to Delaware’s Limited Liability Company Act (the “Act”), and direct that this consent be filed with the books and records of the Company:

ORGANIZER RESOLUTION.

RESOLVED, that the Assignment of Subscription of the Organizer dated March 7th, 2019 set forth hereto in Exhibit A, is ratified and approved.

FILING OF ARTICLES OF ORGANIZATION.

RESOLVED, that the filing of the original Certificate of Formation of the Company in the office of the Delaware Secretary of State on March 7th, 2019, is ratified and approved; and it is

FURTHER RESOLVED, that the Sole Manager is authorized and directed to file a copy of the Certificate of Formation filed with the state of Delaware with the books and records of the Company.

TAX IDENTIFICATION NUMBERS

RESOLVED, that the Manager is authorized and directed for and on behalf of the Company to make, or cause to be made, the appropriate applications for a federal tax identification number (FEIN) and any required state or municipal tax identification numbers or certifications, including but not limited to a sales tax certification number and a reemployment tax identification number.

PAYMENT OF ORGANIZATIONAL EXPENSES.

RESOLVED, that the Manager of the Company is authorized to pay all fees and expenses incident and necessary to the organization of the Company and to reimburse the persons who have made any disbursements therefore.

MANAGEMENT POWERS.

RESOLVED, that the Manager is authorized to sign and execute in the name of the Company all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature that may be required in

the ordinary course of the business of the Company and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Company, and to do such acts and things as may be deemed necessary or advisable to fulfill such legal requirements as are applicable to the Company and its business.

MEMBERSHIP INTERESTS.

RESOLVED, that the Sole Member of the Company is:

DMM Consulting, LLC, a Florida limited liability company	100%
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MANAGERS.

RESOLVED, that the Sole Manager of the Company is Damian Merlo.

BANK RESOLUTIONS.

RESOLVED, that the Manager is authorized and directed for and on behalf of the Company to designate such banking institution(s) as may be deemed necessary or desirable, to act as depository for the funds of the Company for and during such period as may from time to time be deemed necessary or desirable in the interests on the Company and to open or close out from time to time accounts in any such depository so selected; and it is

FURTHER RESOLVED, that the Manager is authorized and directed, in the name of and on behalf of the Company, to take any and all actions that may be deemed necessary or advisable in order to establish bank accounts from time to time for the efficient conduct of the Company's business; and it is

FURTHER RESOLVED, that the form of resolutions supplied by such bank for the establishment of the Company's checking account are adopted as the resolutions of the Company.

GENERAL AUTHORITY AND RATIFICATION.

RESOLVED, that the Manager is authorized and directed, on behalf and in the name of the Company, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any documents, instruments, certificates, statements, papers, or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the transactions contemplated by the agreements approved herein, and to take such further steps and do all such further acts or things as shall be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions; and it is

FURTHER RESOLVED, that the authority and power given hereunder be deemed retroactive and any and all acts authorized hereunder and performed prior to the passage of these resolutions, are hereby ratified and approved.

[signature page follows]

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, does consent to the foregoing actions as of the date first written above.

SOLE MEMBER:

DMM Consulting, LLC, a Florida
limited liability company

By: _____
Damian Merlo
Sole Manager

EXHIBIT A

ASSIGNMENT OF ORGANIZER

The undersigned, being the organizer of **LATIN AMERICA ADVISORY GROUP, LLC**, a Delaware limited liability company (the "Company"), takes the following actions, effective as of March 7th, 2019 and directs that this consent be filed with the books and records of the Company:

SUBSCRIPTION RIGHTS.

RESOLVED, that the organizer, Ricardo Bajandas, Esq., has not received any subscriptions for membership interests and waives any rights to receive subscriptions subsequent to the date of this Action; and it is

FURTHER RESOLVED, that the organizer hereby assigns any rights to receive subscriptions to Damian Merlo as Sole Member of the Company.

IN WITNESS WHEREOF, the undersigned, being the organizer of the Company, does consent to the foregoing actions as of the date first written above.

Ricardo Bajandas, Esq., Organizer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "LATIN AMERICA ADVISORY GROUP, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 2019, AT 1:08 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

7313468 8100
SR# 20191820972

Authentication: 202394204
Date: 03-07-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 03/07/2019
FILED 01:08 PM 03/07/2019
SR 20191820972 - File Number 7313468

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
Latin America Advisory Group, LLC

Second: The address of its registered office in the State of Delaware is _____
251 Little Falls Drive in the City of Wilmington.
Zip code 19808. The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

The Company shall be MANAGER-MANAGED. The initial manager who shall serve until the first annual meeting of the member(s) or until a successor(s) is elected and qualified is as follows:

Damian Merlo

In Witness Whereof, the undersigned have executed this Certificate of Formation this
5th day of March, 2019.

By: /s/ Ricardo Bajandas
Authorized Person (s)

Name: Ricardo Bajandas, Esq.