

BELIZE CITY, BELIZE

**THE INTERNATIONAL BUSINESS COMPANIES ACT,
Chapter 270 of the Laws of Belize, Revised Edition 2000**

Certificate of Incorporation

*The undersigned, Registrar of International Business Companies, HEREBY
CERTIFIES, pursuant to Section 14(3) of The International Business Companies Act, that
all the requirements of said Act in respect of incorporation have been complied with.*

ClickGem Inc.

No. 169,551

*is incorporated in Belize City, Belize as an International Business Company
this 25th day of January, two thousand eighteen*

GIVEN under my hand and Seal in Belize City, Belize.

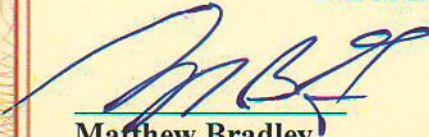



DEPUTY REGISTRAR OF INTERNATIONAL
BUSINESS COMPANIES

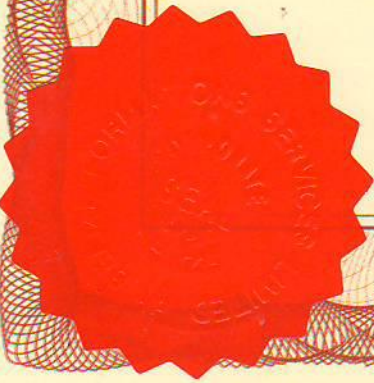
CERTIFICATE OF INCUMBENCY

We BELIZE FORMATION SERVICES LIMITED of Suite 102, Ground Floor, Blake Building, Corner Eyre & Hutson Streets, Belize City, Belize being the duly appointed Registered Agent of CLICKGEM INC., an International Business Company incorporated in Belize on the 25th day of January, 2018, with Company Number 169,551 hereby confirm the following:-

- (1) the Company is in Good Legal Standing in Belize;
- (2) that as far as can be determined from the documents retained at Suite 102, Ground Floor, Blake Building, Corner Eyre & Hutson Streets, Belize City, Belize being the Registered Office of the Company and the office of the Registered Agent of the Company:
 - (i) the current director of the Company is:
NGUYEN NAM HAI of [REDACTED]
[REDACTED]
 - (ii) the current shareholder of the Company is:
Cert. No. 1 to NGUYEN NAM HAI
 - (iii) there is no current secretary of the Company;
 - (iv) the authorized share capital of the Company is USD\$50,000 divided into 50,000 shares of USD\$1.00 par value;
 - (v) the Company does not maintain a register of mortgages and charges;
 - (vi) no proceedings are pending or threatened against the Company;
 - (vii) no action has been taken to wind-up the Company or to appoint a receiver over its assets.


Matthew Bradley
For and on behalf of
Belize Formation Services Limited

As at the 30th day of January 2018



In Accordance to the articles of association of

**ClickGem Inc.
169,551**

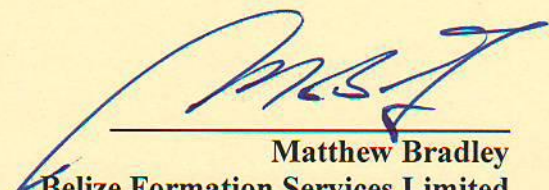
**We the undersigned, being the subscriber to the memorandum of association
hereby appoint;**

NGUYEN NAM HAI

**Mr. N. N. Nguyen Nam Hai
169,551
169,551
169,551
169,551**

as first Director of the company.

Dated this 25th day of January 2018


**Matthew Bradley
Belize Formation Services Limited
Subscriber to the Memorandum and
Articles of Association of:
ClickGem Inc.
169,551**

Belize City, Belize

The International Business Companies Act 2000

(Chapter 207 of the laws of Belize, Revised Edition 2000)



Company Limited By Shares



*Memorandum and
Articles of Association*

BELIZE CITY, BELIZE

**THE INTERNATIONAL BUSINESS COMPANIES ACT,
Chapter 270 of the Laws of Belize, Revised Edition 2000**

Certificate of Incorporation

The undersigned, Registrar of International Business Companies, HEREBY

*CERTIFIES, pursuant to Section 14(3) of The International Business Companies Act, that
all the requirements of said Act in respect of incorporation have been complied with.*

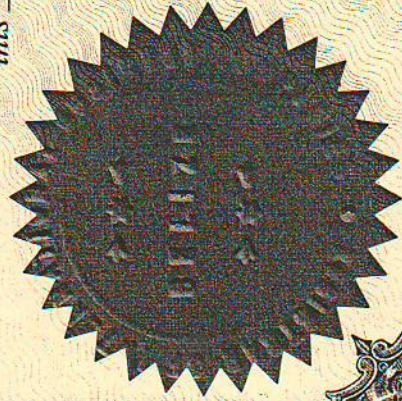
ClickGem Inc.

No. **169,551**

is incorporated in Belize City, Belize as an International Business Company

*this **25th** day of **January**, two thousand **eighteen***

GIVEN under my hand and Seal in Belize City, Belize.



[Signature]
**DEPUTY REGISTRAR OF INTERNATIONAL
BUSINESS COMPANIES**

INTERNATIONAL BUSINESS COMPANIES ACT REVISED EDITION 2000

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

ClickGem Inc.

1 The name of the company is ClickGem Inc.

2. The registered office of the company is Suite 102, Ground Floor, Blake Building, Corner Eyre & Hutson Streets, Belize City, Belize or such other place within Belize as the company may from time to time by a resolution of the members determine.

3. The registered agent of the company is Belize Formation Services Limited. of Suite 102, Ground Floor, Blake Building, Corner Eyre & Hutson Streets, Belize City, Belize or such other person qualified under the International Business Companies Act 2000 (the "Act") as the company may from time to time by a resolution of the members determine.

4. The objects for which the company is established are to engage in any act or activity that is not prohibited under any law for the time being in force in Belize including but not limited to the following:

A. To carry on all or any of the businesses of investors (whether in Securities or Real Estate), traders, Manufacturers, Contractors, sub-contractors, managers, agents and all allied or analogous services

B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate or interest, any lands, buildings, roads, railways, bridges, waterways, aircrafts, vessels, vehicles, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trade marks, brevet d'inventions, registered designs, protections and concessions, licences, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.

C. To construct, build, erect, alter, enlarge, demolish, lay down, maintain; any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out preliminary and associated works; or contract, sub-contract, or join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so.

D. To borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property or rights, present or future, of the Company including its uncalled capital or by any other means howsoever.

E. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or for the performance and discharge of any contract, obligation or liability of a company or any person or corporation with whom or which the company has dealings or having a business or undertaking in which the company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company which is for the time being the Holding Company or a subsidiary of the company or a subsidiary of the Holding Company.

F. To pay or remunerate any person, firm or Company for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company and either by cash payments or by allotment to him or them of shares or securities of the company credited as fully paid up or otherwise. To open and operate bank accounts in any country.

G. To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.

H. To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, warrants, Bills of Lading and other negotiable or transferable instruments.

I. To develop, improve, manage, cultivate, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

J. To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient.

K. To enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the company's objects and to apply for, promote, and obtain from any person, firm, company, Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out and exercise and comply with same.

L. To act as agents or brokers, for any person, firm or Company and to establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business.

M. To provide for the welfare of persons employed or previously employed in or holding office under the company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons; to establish and contribute to pensions or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, religious or other institution and to instigate and maintain any club or other establishment calculated to advance the interests of the company or its officers, ex-officers, employees, ex-employees or dependants or connections.

N. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.

O. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company in whatever form and on such terms as the company may determine.

P. To establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and or liabilities or for furthering any objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.

Q. To subscribe for, accept, deal in, purchase or sell or otherwise acquire, deal in, dispose of or hold shares or other interests in or securities of any company carrying on or proposing to carry on any business within the objects of this company or carrying on any business capable of being carried on so as to benefit this company.

R. To purchase, redeem, hold, reissue, sell or otherwise deal in shares of this company in such manner as permitted by law.

S. To enter into any partnership or joint arrangement or arrangements for sharing profits with any company having objects similar or in part similar to those of this company and to give whatever undertakings are considered necessary by this company.

T. To distribute among the members in specie or otherwise as may be resolved, any assets of the company and in particular, any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing.

U. To procure the company to be registered or recognised in any place outside Belize.

V. To do all such things as are incidental or conducive to the attainment of the foregoing objects or any of them.

The word Company, in this clause, except where used in reference to this Company, shall be deemed to include any body of persons whether incorporated or not and whether domiciled in Belize or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

Provided always that the provisions of this clause shall be subject to the company obtaining where necessary for the purpose of carrying any of its objects into effect such licence, permit or authority as may be required by law.

5. The liability of the members is limited.

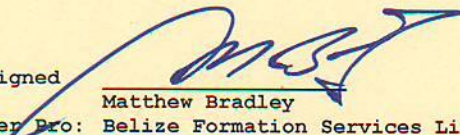
6. The share capital of the Company is US\$50,000 divided into 50,000 shares of US\$1.00 par value each, with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

We, the person, whose name address and description is subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER

Belize Formation Services Limited
Suite 102, Ground Floor,
Blake Building,
Corner of Eyre & Hutson Streets,
Belize City, Belize
Body Corporate

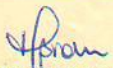
Signed


Matthew Bradley

Per Pro: Belize Formation Services Limited

DATED THE 25th DAY OF JANUARY, 2018

Witness to the above signature:-


Tiffany Brown,
Suite 102, Ground Floor,
Blake Building,
Corner of Eyre & Hutson Streets,
Belize City, Belize.

Belize City, Belize

The International Business Companies Act 2000

(Chapter 270 of the laws of Belize, Revised Edition 2000)



Company Limited by Shares



*Memorandum
and
Articles of Association*

INTERNATIONAL BUSINESS COMPANIES ACT REVISED EDITION 2000

Company Limited by shares

Articles of Association

-OF-

ClickGem Inc.

The regulations hereinafter contained shall constitute the regulations of the company save insofar as they are varied or excluded by resolution of the company.

Interpretation.

1. In these regulations:

"the Act" means the INTERNATIONAL BUSINESS COMPANIES ACT REVISED EDITION 2000

"the directors" means the directors for the time being of the company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

"the register" means the share register of members to be kept as required by the Act;

"Secretary" means any person appointed to perform the duties of the secretary of the company.

"the office" means the registered office for the time being of the company;

"the seal" means the common seal of the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form. Unless the contrary intention appears, words or expressions contained in these regulations shall bear the same meaning as in the Act or in any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share Capital and Variation of Rights

2. The share capital of the company shall be stated in United States of America Dollars. The capital shall be divided into one class of ordinary shares of \$1.00 par value each.

3. The company is prohibited from issuing bearer shares.

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.

5. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class.

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

7. Subject to the provisions of these regulations relating to new shares, the shares shall be at the disposal of the directors, and they may (subject to the provisions of the Act) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the company and its shareholders, but no share shall be issued at a discount.

8. The company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent. and the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section, and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid shares. The company may also, on any issue of shares, pay such brokerage as may be lawful.

9. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder: this shall not preclude the company from requiring the members on a transferee of shares to furnish the company with information as to the beneficial ownership of any share when such information is reasonably required by the company.

10. Every person whose name is entered as a member in the register shall be entitled without payment to receive within 2 months after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of one dollar for every certificate after the first or such less sum as the directors shall from time to time determine, so, however, that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Every certificate shall specify the shares to which it relates and the amount paid up thereon.

11. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of one dollar or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

12. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purchase of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company.

13. The company may issue redeemable shares on such terms and conditions as it sees fit. The company may purchase, redeem, hold, cancel, reissue, sell or otherwise deal in its own shares as permitted by law.

Transfer of Shares.

14. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

15. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

16. The directors may decline to register any transfer of a share which, in their opinion, may peril or prejudicially affect the status of the company in the state or which may imperil any tax concessions or rebate to which the members of the company are entitled or which may involve the company in the payment of any additional stamp or other duties on conveyance of any property made or to be made to the company.

17. The directors may also decline to recognise any instrument of transfer unless-

(a) a fee of one dollar or such lesser sum as the directors may from time to time require, is paid to the company in respect thereof; and

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of one class of share only.

18. If the directors refuse to register a transfer they shall, within 2 months after the date on which the transfer was lodged with the company, send to the transferee notice of the refusal.

19. The registration of transfers may be suspended at such times and for such periods, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.

20. The company shall be entitled to charge a fee not exceeding one dollar on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice as to stock or other instrument.

Transmission of Shares.

21. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. Any shares of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member or to any other person as indicated by the executor or administrator.

22. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

23. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

24. A person becoming entitled to share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company, so, however, that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days, the directors may thereupon withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Conversion of Shares into Stock.

25. The company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

26. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of each share from which the stock arose.

27. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages in relation to dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right privilege or advantage.

28. Such of the regulations of the company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Alteration of Capital.

29. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

30. The company may by ordinary resolution—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the requirements of the Act;

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

31. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised, and consent required, by law.

General Meetings.

32. All meetings of the company may be held inside or outside Belize.

33. (1) Subject to paragraph (2) of this regulation, the company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next.

(2) So long as the company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation. Subject to regulation 32, the annual general meeting shall be held at such time and place as the directors shall appoint.

34. All general meetings other than annual general meetings shall be called extraordinary general meetings.

35. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Act.

36. A resolution in writing by an absolute majority of the votes of shares entitled to vote thereon (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held and may consist of one or more documents in like form each signed by one or more of the members, (or being bodies corporate, by their duly authorised representatives). Such a resolution may also consist of one or more telefax or facsimile messages in like form signed in the name of each or all of the Members provided that in the case of each such telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof subject to the requirements of the act.

37. Subject to the requirements of the act all other meetings (including Extraordinary General and Class Meetings of the members of the Company and all meetings of the Board of Directors including any committees of the Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of Directors of the Company).

(a) have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting ; and

can hear and contribute to the meeting

and such participation in a meeting shall constitute presence in person at the meeting.

Notice of General Meetings.

38. Subject to the requirements of the ACT, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under the regulations of the company, entitled to receive such notices from the company.

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

40. Every director shall be received notices of and attend and speak at all general meeting of the holders of any class of shares of the capital of company.

Proceedings at General Meetings.

41. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors if any, the election of directors in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors if any.

42. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, members holding more than fifty percent of the voting rights shall be quorum.

43. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

44. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.

45. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

46. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

47. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

48. Except as provided in regulation 50, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

49. Where there is an equality of votes, whether on a show of hand or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

50. a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

Votes of Members.

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on a poll every member shall have one vote for each share of which he is the holder.

52. Where there are joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register.

53. a member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that court, and any such committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

54. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

55. Votes may be given either personally or by proxy.

56. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. a proxy need not be a member of the company

57. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the office or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

"

I/We

of..... in
the Country of.....,being a
member/ members of the above-named company hereby appoint.....

.....of....
.....or
failing him,.....of.....

as my/our proxy to vote for me/us on my/our behalf at the (annual or extra-ordinary, as the
case may be) general meeting of the company to be held on
the..... day of, 20..... and at
any adjournment thereof.

Signed this day of, 20.....

This form is to be used Strike out whichever is not desired.* the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit."

59. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

60. a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer as aforesaid is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Bodies Corporate acting by Representatives at Meetings.

61. Any body corporate which is a member of the company may, by resolution of its directors or other governing body, authorise such Person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the company.

62. If the company shall have only one member then, provided such member represents, in person or by proxy, a majority of the shares of the company issued, that member shall have full power to represent and act on behalf of the members of the company and the provisions herein contained for meetings of the members shall not apply. A member as aforesaid shall records in writing all matters requiring a resolution of members of the company and such act shall be deemed a resolution that has been carried unanimously by the members of the company having the right to vote upon the matter in question. Such a record shall be in lieu of minutes of a meeting and shall constitute sufficient evidence of such resolution for all purposes.

Directors.

63. The names of the first directors of the company shall be determined in writing by the subscribers to the memorandum of association or a majority of them. Subsequent directors shall be elected by the existing directors or the members of the company by ordinary resolution.

64. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

65. The shareholding qualification for directors may be fixed by the company in general meeting and unless and until so fixed, no qualification shall be required.

66. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

67. Any director may in writing appoint any person who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors at which he is unable to be present. Every such alternate shall be entitled to notice of meeting of the directors and to attend and to vote thereat as a director when the person appointing him is not personally present and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the company and shall not be entitled to be an agent of the director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable of the director appointing him, and the proportion thereof shall be agreed between them.

68. Any director who is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meeting of the board of directors or with respect to written consent of the directors.

Borrowing Powers.

69. The directors may exercise all the powers of the company to raise or borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

Powers and Duties of Directors.

70. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such directions, being not inconsistent with the aforesaid regulations or provisions, as may be given by the company in general meeting; but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

71. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

72. The company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

73. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act.

74. A director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall so vote, his vote shall not be counted, nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to—

(a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or

(b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer of such other company or as a holder of shares or other securities in such other company; and these prohibitions may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the company in general meeting.

75. a director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms as to remuneration and otherwise as the directors may determine, and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

76. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

77. Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; but nothing herein contained shall authorise a director or his firm to act as auditor to the company.

78. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.

79. The directors shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each meeting of the directors and of any committee of the directors;

(c) of all resolutions and proceedings at all meetings of the company and of the directors and of committees of directors.

80. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his widow or dependants, and may make contributions to any fund and pay premium for the purchase or provision of any such gratuity, pension or allowance.

Disqualification of Directors.

81. The office of director shall be vacated if the director-

(a) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a director by reason of any order made under the Act; or.

(c) becomes of unsound mind; or.

(d) resigns his office by notice in writing to the company; or.

(e) is convicted of an indictable offence unless the directors otherwise determine; or.

(f) is for more than 6 months absent without permission of the directors from meetings of the directors held during that period.

Rotation of Directors.

82. The company may from time to time by ordinary resolution increase or reduce the number of directors. The directors are not required to retire by rotation and shall remain in office until removed or they resign.

83. The directors shall have power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.

84. The company may, by ordinary resolution, of which extended notice has been given in accordance with the Act, remove any director notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

85. The company may, by ordinary resolution, appoint another person in place of a director removed from office under regulation 84 and without prejudice to the powers of the directors under regulation 83 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

Proceedings of Directors.

86. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided

by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. a director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.

87. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be more than fifty percent of the directors.

88. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company but for no other purpose.

89. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

90. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

91. a committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

92. a committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairman shall have a second or casting vote.

93. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

94. A resolution consented to in writing signed by a absolute majority of all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid as if it had been passed at a meeting of the directors duly convened and held and may consist of one or more documents in the like form each signed by one or more of the directors.

95. if the company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the company in all matters as are not by the Act or Memorandum or these Articles required to be exercised by the members of the company and in lieu of minutes of a meeting shall record in writing a resolution of the sole director. Such a record shall constitute a resolution of the directors and shall constitute sufficient evidence of such resolutions for all purposes.

96. The number of the directors shall not be less than one nor more than 20.

Chief Executive officer

97. The Directors may from time to time appoint one of their body to hold any executive office in the management of the business of the company including office of president, chairman, chief executing officer or any other title and deputies or assistants to these positions as the directors may decide and on such terms as they think fit, and if no period or terms are fixed, then such executives shall comply with such directions as may be given to them by the directors from time to time, and the appointment shall be automatically terminated (without prejudice to any claim he may have for damages for breach of contract or service between him and the company) if he shall cease to be a director.

Secretary.

98. A secretary may be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

99. a provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal.

100. The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Dividends and Reserve.

101. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

102. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

103. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the act, which apply to the company.

104. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments as the directors may lawfully determine. The directors may also, without placing the same to reserve, carry forward any profits which they may think it prudent not to divide.

105. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

106. Any dividend, interest or other moneys payable in cash in respect of any shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or, where there are joint holders, to the registered address of that one of the joint holders who is first named on the register or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

107. No dividend shall bear interest against the company.

Accounts.

108. The directors of the company shall keep accounts and records as they consider necessary or desirable in order to reflect the financial position of the company.

109. The company may by resolution of the members call for the accounts of the company to be examined by auditors

Capitalisation of Profits.

110. The company in general meeting may upon the recommendation of the directors resolve that any sum for the time being standing to the credit of any of the company's reserves (including any capital redemption reserve fund or share premium account) or to the credit of profit and loss account be capitalised and applied on behalf of the members who would have been entitled to receive the same if the same had been distributed by way of dividend and in the same proportions either in or in paying up in full unissued shares or debentures of the company of a nominal amount equal to the sum capitalised (such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such holders in the proportions aforesaid) so however, that the only purpose for which sums standing to the credit of the

capital redemption reserve fund or the share premium account shall be applied shall be those permitted by the Act.

110a The company in general meeting may on the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for time being standing to the credit of any of the companies reserve account or to the credit of any of the profits and loss account which is not available for distribution by applying such sums in paying up in full unissued shares to the allotted as fully paid bonus shares to those members of the company who would have been entitled to that sum if it were distributed by way of dividend (an in the same proportions) and the directors shall give effect to such resolution.

111. Whenever such a resolution is passed in pursuance of regulation 110 or 110a, the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the directors to make such provision as they shall think fit for the case of shares or debentures becoming distributable in fractions (and, in particular, without prejudice to the generality of the foregoing, to sell the shares or debentures represented by such fractions and distribute the net proceeds of such sale amongst the members otherwise entitled to such fractions in due proportions) and also to authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures to which they may become entitled on such capitalisation and any agreement made under such authority shall be effective and binding on all such members.

Notices.

112. Any notice required to be given by the company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any means of communication approved by the directors, to the address or number of the recipient notified to the company by the recipient for such purposes (or if not so notified, then to the address or number of the recipient last known to the company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the company and the recipient, to have been served at the expiration of 48 Hours after dispatch.

113 A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.

114. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or Official Assignee in bankruptcy or by any like description at the address supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

115. Notice of every general meeting shall be given in any manner hereinbefore authorised to-

(a) every member; and

(b) every person upon whom the ownership of a share devolves by reason of his being a personal representative or the Official Assignee in bankruptcy of a member, where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and.

(c) the auditor if any for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

Winding Up.

116. If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity.

117. Every director, secretary, agent or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted and no director or other officer shall be liable for any loss or damage incurred by the company by the execution of the duties of his office or in relation thereto.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER

Belize Formation Services Limited
Suite 102, Ground Floor,
Blake Building,
Corner of Eyre & Hutson Streets,
Belize City, Belize
Body Corporate

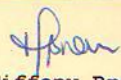
Signed


Matthew Bradley

Per Pro: Belize Formation Services Limited

DATED THE 25th DAY OF JANUARY, 2018

Witness to the above signature:-


Tiffany Brown,
Suite 102, Ground Floor,
Blake Building,
Corner of Eyre & Hutson Streets,
Belize City, Belize.

