CORPORATE BOARD RESOLUTIONS (Account and Loan Authorizations and Powers)

Legal Name of Corporation: Veratex, Inc. Account Number: 615000282
The "Corporation"

Principal Place of Business: 534 West 42nd Street, New York, NY 10036

US State of Incorporation: New York US Taxpayer Identification Number: 13-28045148

Incorporated under laws of foreign jurisdiction:__________ Foreign Taxpayer Identification Number: __________

Authorized Individual(s) listed below is/are authorized by the attached Resolutions to exercise the Powers granted in the Resolutions and as indicated below:

	Name	Title	Signature	SSN#
1	Claude Simon	President		106-50-1158
2	Wei Chang	Comptroller		056-66-5410
3				
4				
5				

POWERS GRANTED:

(1) Establish, operate and close account(s) with HSBC Bank USA, National Association ("Bank") in the name of the Corporation, including the account(s) identified above. Sign checks drawn on the Corporation and give instructions to the Bank using a facsimile signature. Give Funds Transfer (Wire Transfer) Instructions. (Select One)

☑ Any One ☐ Any Two

(2) Authenticate Manual Funds Transfers (Wire Transfer) Instructions by delegation of call back to persons listed below:

Name (Print or Type)	Phone Number	Name (Print or Type)	Phone Number
Claude Simon 912 441 0062			
Wei Chang 212 683 9300			

(3) Borrow money, apply for letters of credit, and deal in securities and foreign exchange with the Bank on behalf of the Corporation. Enter into agreements for other services, such as electronic banking, and safe deposit box. (List those Authorized Individuals who are authorized to exercise these powers by name below). Each person listed below will have authority to exercise these powers singly unless otherwise specified below.

Claude Simon, Wei Chang

I certify that above and on Page 3 are true copies of the Resolutions, Authorizations and Powers properly adopted by the board of directors of the Corporation and are in full force and effect and have not been amended as of the date below. The Bank may rely on these Resolutions, Authorizations and Powers until written notice of amendment has been received and the Bank has a reasonable opportunity to act on the notice. I acknowledge receipt of a copy of the Rules for Deposit Accounts and Terms and Charges Disclosures referred to on Page 3. In witness whereof, I have duly signed my name and affixed the seal of the Corporation.

Dated: 1-28-2016

__________ Claude Simon, President

Corporate Secretary Signature Print Name and Title Corporate Seal

Internal Use Only _____New _____Replace
Reference Number:

TAX CERTIFICATION (For US Business Only - see IRS Form W-9 instructions at www.irs.gov)

IMPORTANT NOTE: If you are a foreign corporation, do not complete this Tax Certification. Instead complete a Form W-8.

Federal tax classification (check applicable box)

☐ C Corporation
☑ S Corporation
☐ Other (see Form W-9 instructions) ▶___________________

If you are an exempt payee (see Form W-9 instructions), enter your exempt payee code (if any): _______________

If you are exempt from FATCA reporting (see Form W-9 instructions), enter your exemption from FATCA reporting code (if any): ________________
(Not applicable for accounts held in the U.S.)

I certify, under penalties of perjury, that:

1. The number shown above is my correct taxpayer identification number (or I am waiting for a number to be issued), and
2. Backup withholding status (check applicable box)
   - xx I am not subject to backup withholding because:
     - i. I am exempt from backup withholding, or
     - ii. I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or
     - iii. The IRS has notified me that I am no longer subject to backup withholding, and
   - ____ I am subject to backup withholding because I have been notified by the IRS that I am currently subject to backup withholding due to failure to report all interest and dividends on my tax return, and
3. I am a U.S. citizen or other U.S. person (defined in the Form W-9 instructions), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Claude Simon	President	1-28-2016
Signature of U.S. Person – Name	Title	Date

RESOLUTIONS

A. Authority to Exercise All of the Powers Included in the Resolutions Below. The designated Authorized Individuals are authorized to exercise on behalf of the Corporation, subject to the Bank's Rules for Deposit Accounts, Terms and Charges Disclosures, and other applicable rules and terms, as amended from time to time, all of the following powers:

B. Authority to Establish and Operate Accounts. The designated Authorized Individuals, subject to the Bank's Rules for Deposit Accounts , Terms and Charges Disclosures, and other applicable rules and terms, as amended from time to time, are authorized (1) to open and close accounts in the name of the Corporation, (2) to sign Corporation checks, drafts or other orders with respect to any funds at any time(s) to the credit of the Corporation with the Bank and/or against any account(s) of the Corporation maintained at any time(s) with the Bank, inclusive of any checks, drafts or other orders in favor of any of the Authorized Signers and/or other persons, and (3) to make withdrawals at any time(s) of any such funds or from any such account(s) by any other means authorized by the Bank, including (without limitation) a debit card, a terminal or other device or facility providing access to any such funds or account(s). The Bank is authorized (a) to open and close such accounts(s); (b) to pay such checks , drafts or orders, and honor such withdrawals, by debiting any account(s) of the Corporation then maintained with it whether or not any of the foregoing creates an overdraft in any account of the Corporation; (c) to receive for deposit to the credit of the Corporation, and/or for collection for the account of the Corporation, any and all checks, drafts, notes or other instruments for the payment of money, whether or not endorsed by the Corporation, which may be submitted to it for such deposit and/or collection, it being understood that each such item shall be deemed to have been unqualifiedly endorsed by the Corporation; and (d) to receive, as the act of the Corporation, any and all stop-payment instructions with respect to any such checks, drafts, or other orders and reconcilement(s) of account when given by any one or more of the Authorized Individuals.

C. Authority to Use Facsimile Signature(s). Any Check drawn in the name of the Corporation may be signed with the facsimile signature(s) of any designated Authorized Individuals and the Bank shall be entitled to charge any such check to the Corporation's account(s) regardless of by whom or by what means the actual or purported facsimile signature(s) may have been affixed, if such signature or signatures resemble the facsimile specimen(s) duly certified to or filed with the Bank.

D. Authority to Give Instructions for Funds Transfer (Wire Transfer). The designated Authorized Individuals may give instructions for transfer of funds by letter, or electronically by Internet Banking, HSBCnet or other medium acceptable to the Bank and subject to the Bank's terms and conditions for such services. The designated Authorized Individuals may be authorized to delegate funds transfer authority to persons not named in these resolutions pursuant to the terms of the Internet Banking or other electronic banking services. The Corporation authorizes such delegation subject to the applicable terms and conditions for funds transfer services.

E. Authority to Borrow Money apply for Letters of Credit and Deal in Securities and Foreign Exchange. The designated Authorized Individuals may: (1) borrow money in the name of the Corporation and sign, execute and deliver promissory notes or other evidences of indebtedness on any terms; (2) apply for letters or other forms of credit; (3) pledge, mortgage, or otherwise create a security interest in or any other lien upon all or any of the property of the Corporation as security for any loan, credit or accommodation from the Bank; (4) authorize or request the Bank to purchase, exchange, sell, receive, deliver or otherwise deal in or with bonds or other securities and foreign exchange for the account of the Corporation; and in connection with the foregoing, to deliver and receive papers or property, to make, execute and deliver notes, obligations, guaranties, endorsements, assignments, receipts, waivers, indemnities, agreements and without limitation, other instruments and property, as such Authorized Individuals, or any of them acting pursuant to this authorization may in his or their discretion deem advisable.