

**JOINT WRITTEN CONSENT OF THE
BOARD OF MANAGERS AND MEMBERS
OF
SPORTSLINE TECHNOLOGIES LLC**

Pursuant to Sections 18-302(d) and 18-404(d) of the Delaware Limited Liability Company Act (the “**DLLCA**”) and the Limited Liability Company Agreement of Sportline Technologies LLC, a Delaware limited liability company (the “**Company**”), dated as of December 31, 2023 (the “**LLC Agreement**”), the undersigned, being all of the members of the board of managers of the Company (the “**Board**”) and all of the members of the Company (the “**Members**”), hereby consent to the adoption of the following resolutions without the necessity of a meeting, effective as of February 6, 2024:

1. Conversion to Corporation.

WHEREAS, it is deemed advisable and in the best interest of the Company and its Members to convert the Company to a Delaware corporation, which shall be named Sportline Technologies Inc. (the “**Corporation**”), pursuant to Section 18-216 of the DLLCA (the “**Conversion**”).

NOW, THEREFORE, BE IT RESOLVED, that the Conversion is hereby approved and adopted and shall be effective upon filing of the Certificate of Conversion of the Company, in substantially the form attached hereto as Exhibit A (the “**Certificate of Conversion**”) with the Delaware Secretary of State;

RESOLVED FURTHER, that the form, terms and provisions of the Certificate of Conversion and the Certificate of Incorporation of the Corporation, in substantially the form attached hereto as Exhibit B (the “**Certificate of Incorporation**”), are hereby approved and adopted, subject to such changes therein and revisions thereto as the officers of the Company deem necessary or appropriate;

RESOLVED FURTHER, effective as of the filing of the Certificate of Conversion and the Certificate of Incorporation with the Delaware Secretary of State, by virtue of the Conversion and without any further action on the part of the Members, 100% of the membership interests of the Members in the Company shall be converted into shares of common stock, \$0.01 par value per share (the “**Common Stock**”), of the Corporation as set forth against such Members’ names respectively on Exhibit C hereto;

RESOLVED FURTHER, that in furtherance of the Conversion, all of the rights, privileges and powers of the Company and all property, real, personal and mixed, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Corporation and shall be the property of the Corporation, and all debts, liabilities and duties of the Company shall remain attached to the Corporation; and

RESOLVED FURTHER, that the Conversion is intended to qualify under Section 351(a) of the Internal Revenue Code of 1986, as amended.

2. Termination of LLC Agreement.

RESOLVED, that the undersigned Members and managers hereby acknowledge and agree that, contingent upon the filing of the Certificate of Conversion, and subject to the consent of the Members and managers of the Company, any and all of its rights and obligations pursuant to the LLC Agreement shall be terminated, any post-termination rights and obligations pursuant to the LLC Agreement which would otherwise survive termination shall be terminated and the LLC Agreement shall be null and void and of no effect whatsoever.

3. Directors.

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RESOLVED, the initial board of directors of the Corporation shall consist of two (2) directors. The individuals below are appointed to serve as the members of the board of the directors of the Corporation and to serve until a successor is duly elected and qualified.

Kumar Ram Dandapani

Max Cole Shapiro

4. Omnibus Resolutions.

RESOLVED, that the officers of the Company are, they hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all such acts and things as any of them may deem necessary, appropriate or desirable in order to enable the Company fully and promptly to carry out the purposes and intents of the foregoing resolutions;

RESOLVED FURTHER, that any and all acts and deeds of the officers of the Company taken prior to the date hereof that are within the authority conferred by the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company;

RESOLVED FURTHER, that this Joint Written Consent of the Board of Managers and Members (the “**Consent**”) may be executed by facsimile or other electronic means in one or more counterparts, each of which shall be deemed an original, and such counterparts together shall constitute one and the same instrument; and

RESOLVED FURTHER, that direct that this Consent be filed with the records of the Company.

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IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent as of the date first written above.

DocuSigned by:

Kumar Dandapani

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Kumar Ram Dandapani

DocuSigned by:

Max Shapiro

2911E10B9216487

Max Cole Shapiro

EXHIBIT A

CERTIFICATE OF CONVERSION

EXHIBIT B

CERTIFICATE OF INCORPORATION

EXHIBIT C

Conversion of Membership Interests of Company into
Shares of Common Stock of Corporation

Member Name	Membership Interests in Company	Shares of Common Stock in Corporation
Kumar Ram Dandapani	50%	500,000
Max Cole Shapiro	50%	500,000