

FILED IN OPEN COURT
ON 9-11-19
Peter A. Moore, Jr., Clerk
US District Court
Eastern District of NC

**JOINT WRITTEN CONSENT TO ACTION WITHOUT MEETING
OF
THE SOLE SHAREHOLDER AND DIRECTOR
OF
CAPT. NEILL'S SEAFOOD, INC.
TO
APPROVE PLEA AGREEMENT**

August 30, 2019

The undersigned, being the sole member of the board of directors (the "Board") of Capt. Neill's Seafood, Inc., a North Carolina corporation (the "Corporation"), and the sole holder of all of the issued and outstanding capital stock of the Corporation (the "Sole Shareholder"), acting pursuant to Sections 55-7-04 and 55-8-21 of the North Carolina General Statutes, hereby adopt the following resolutions by signing their written consents hereto in lieu of a meeting, and hereby direct that this written consent be filed with the minutes of the proceedings of the Board and of the Sole Shareholder of the Corporation:

WHEREAS, the Corporation has been engaged in discussions with the United States Attorney for the Eastern District of North Carolina (the "US Attorney") regarding allegations of violations of the United States Code; and

WHEREAS, in order to resolve such discussions with the US Attorney, the US Attorney has proposed that the Corporation enter into a plea agreement with the US Attorney, a copy of which is attached hereto as Attachment A (the "Plea Agreement"); and

WHEREAS, the Board and Sole Shareholder find it to be in the best interests of the Corporation to resolve the matters with the US Attorney on the terms and conditions set forth in the Plea Agreement.

NOW, THEREFORE, BE IT RESOLVED, that (i) Phillip R. Carawan, the president of the Corporation, (ii) Tara Foreman, and (iii) Elliot Sol Abrams, the Corporation's attorney, each be, and each hereby is, appointed as the Corporation's duly authorized representative and agent-in-fact (each, an "Agent-in-Fact") with full power of substitution and with full power and authority to do all things necessary on behalf of the Corporation to resolve the matters with the US Attorney, including but not limited to executing the Plea Agreement; and be it

FURTHER RESOLVED, that the Plea Agreement be, and it hereby is, approved and adopted in all respects in substantially the form as set forth in Attachment A; that any ancillary documents and agreements that are contemplated by the Plea Agreement in connection with resolving the matters with the US Attorney be, and they hereby are, approved and adopted in all respects and that all of the transactions related to the resolution of such matters be, and they hereby are, approved and adopted in all respects; and be it

FURTHER RESOLVED, that each Agent-in-Fact be, and hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute the Plea Agreement and any

ancillary documents and agreements that are contemplated by the Plea Agreement, with such modifications as the Agent-in-Fact shall approve, and to deliver the same to the US Attorney, such execution and delivery conclusively to evidence the due authorization and approval thereof by the Corporation; and be it.

FURTHER RESOLVED, that each Agent-in-Fact be, and hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver, or cause to be executed and delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that it may deem necessary or advisable in order to effect the purposes of each and all of the foregoing resolutions; and be it

FINALLY RESOLVED, that any actions taken by each Agent-in-Fact and any officers, attorneys or agents of the Corporation prior to the date of this written consent that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned member of the Board and Sole Shareholder of the Corporation have caused this Joint Written Consent to Action Without Meeting to be executed as of the day and year first above written.

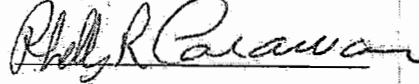
DIRECTOR:

Phillip R. Carawan

A handwritten signature in cursive script, appearing to read "Phillip R. Carawan", written over a horizontal line.

SOLE SHAREHOLDER:

Phillip R. Carawan

A handwritten signature in cursive script, appearing to read "Phillip R. Carawan", written over a horizontal line.

STATE OF NORTH CAROLINA)

CITY OF Tyrrell)

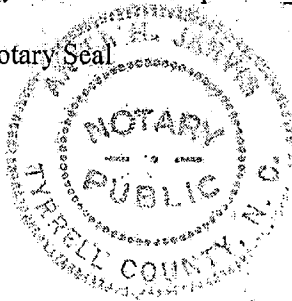
The foregoing instrument was acknowledged before me, Anita H. Jarvis,
Notary Public, this 30 day of Aug, 2019, by Phillip R. Carawan, who is personally
known to me and who voluntarily acknowledged the foregoing instrument as duly adopted
resolutions of the Sole Shareholder and Director of Capt. Neill's Seafood, Inc., on behalf of
the corporation.

Anita H. Jarvis
Notary Public

Registration Number: _____

My commission expires: Oct. 2, 2021

Notary Seal



Attachment A