

**Unanimous Consent to Action
in Lieu of Meeting of
the Members
of
L&P Capital, LLC**

The undersigned, being all the Members of L&P Capital, LLC (the "Company") do hereby adopt and consent to the following resolutions:

WHEREAS, Press Communications, LLC ("PCLLC") is presently indebted to Company in the amount of Twenty-Five Million (\$25,000,000) and

WHEREAS, in order to insure the continued viability of the PCLLC and the preservation of the investment the Company has made in the form of a loan to PCLLC, the Company and PCLLC and its members have been engaging in a series of discussions to the effect of which is that the Company and PCLLC should merge, with PCLLC being the survivor of the two companies (the "Merger"); and

WHEREAS, the Company has been presented with that certain Agreement and Plan of Merger of the Company with and into PCLLC (the "Merger Agreement"); and

WHEREAS, each Member has reviewed the Merger Agreement, including without limitation, Exhibit A thereto which reflects the current percentage interests each Member has in the Company and the percentage interest each Member will have following the effective date of the Merger, which effective date is intended to occur at 11:59 p.m., March 31, 2016; and

WHEREAS, each Member has had an opportunity to review the Merger Agreement ask questions of the Company, its advisors, each of the other Members and those persons engaged in the operations of the Company and to consult with counsel of their own choice with respect to the proposed transactions and the effects thereof; and each Member has either availed themselves of such opportunity or has determined not to do so; and

WHEREAS, each Member and the Company has been advised of the fact that, and recognizes that the Law Firm of Fox Rothschild LLP ("Fox"), and in particular, Eric J. Michaels, Esq., has acted as counsel for this transaction and the fact that Fox and Eric J. Michaels on various occasions, has and continues to act as counsel to the Company, PCLLC and various members of the Company and PCLLC as well as businesses owned and operated by one or more Members of the Company and PCLLC. Each Member, by executing this Consent, acknowledges that they have been advised that a potential conflict of interest may arise between their own interests and the interests of one or more of the other Members, the Company, PCLLC and its members as a result of Fox's representation. Each Member further acknowledges that any communications by any one of them with Fox as it relates to the Merger may be shared with the Company, any other Member, PCLLC as well as its members; in other words, there is no expectation of attorney client privilege with Fox among the Company, Members of the Company, PCLLC and its members as it relates to the transactions contemplated by the Merger Agreement; and

WHEREAS, Each Member and the Company acknowledge that each of them has been advised to seek counsel of their own choosing in order to advise each of them of the ramifications of the consummation of the Merger pursuant to the Merger Agreement, including, without limitation, the fact that the Membership Interests owned by each of the members in PCLLC will be diluted, or possibly eliminated as a result of the consummation of the Merger and that the Members the Company will, following the consummation of the Merger will be in control of the Company.

The undersigned, being all of the Managers and Members of Company do hereby adopt and consent to the following resolutions:

RESOLVED, that the Company ratify, confirm and approve the Merger Agreement and the filing of the Articles of Merger substantially in the form presented to the Company, the Mangers and Members (the "Articles").

FURTHER RESOLVED, that the Merger Agreement, the Articles and other ancillary documents and certificates, and accompanying schedules and exhibits substantially in the form presented to the managers and members of the Company be authorized, ratified and approved, with such changes as the managers or officers of the Company, or any of them acting singly, may deem necessary or desirable, with the approval of such changes to be evidenced conclusively by execution and delivery, and the members, managers or officers of the Company, or any of them acting singly, are hereby authorized and directed to execute and deliver and perform, on behalf of the Company, the Merger Agreement, Certificate and such other certificates and documents required in connection with the transactions contemplated by the Merger Agreement. Eric J. Michaels is hereby authorized to execute and file, on behalf of the Company, the Articles.

FURTHER RESOLVED, that any acts of any manager, member, or officer of the Company or any person or persons designated and authorized to act by any manager, member or officer of the Company, which acts would have been authorized by the foregoing Resolutions, except that such acts were taken prior to the adoption of such Resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Company.

FURTHER RESOLVED, that each Member, by executing this Consent, hereby acknowledges that no appraisal or similar rights are being offered or to the extent they may exist pursuant to the laws of the State of Florida, including without limitations Section 605.1006 of the Florida Revised Limited Liability Company Act or any other law such rights are hereby waived.

FURTHER RESOLVED, that this consent may be executed in writing, by facsimile, electronically and may be executed in counterparts.

The foregoing resolutions were adopted by unanimous consent the 28 day of March 2016.



Robert E. McAllan, Member

Alfred D. Colantoni, Member

J&D Lending, LLC

By: _____
E. Donald Lass, Member

and

by NAC Capital, LLC, Member

By: _____
Alfred D. Colantoni, Member

Alfred D. Colantoni, Trustee of
Jules L. Plangere, III 2010 Trust,
Member

By: _____
Alfred D. Colantoni, Trustee

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