

**AMENDMENT NO. 1 TO THE
LIMITED LIABILITY COMPANY AGREEMENT
OF LIV UP HOLDINGS, LLC**

This Amendment (this "**Amendment**") to the Limited Liability Company Agreement of Liv Up Holdings, LLC, a Delaware limited liability company (the "**Company**"), dated as of September 6, 2018 (the "**LLC Agreement**"), is made and entered into effective as of November __, 2018, by the Member. Capitalized terms used herein and not otherwise defined in this Amendment shall have the meanings set forth in the LLC Agreement.

WHEREAS, the Section 2.12 of the LLC Agreement contains a scrivener's error with respect to the name of the Manager(s) of the Company (the "**Scrivener's Error**"); and

WHEREAS, the Member now desires to provide for the correction of the Scrivener's Error.

NOW, THEREFORE THE PARTIES HERETO AGREE AS FOLLOWS:

1. Amendment:

(a) Section 2.12 of the LLC Agreement shall be amended and restated in its entirety as follows:

"2.12 **Manager.** A "manager" as provided in the Act. Specifically, Manager shall mean Victor Nogueira Dos Santos and Henrique Dorizzotto Castellani or any Person or Persons who succeed them in that capacity. References to the Manager in the singular or as him, her, it, itself, or other like references shall also, where the context so requires, be deemed to include the plural or the masculine or feminine reference, as the case may be. In the event there is more than one Manager, any action to be taken by the Manager under this Agreement may be taken with the consent of any Manager. Notwithstanding anything to the contrary contained herein, one or more additional Managers may be appointed, and any Manager may be removed, at any time by the written consent of Members holding a majority of the Membership Interests of all Members."

2. In addition, the LLC further clarifies that Messrs. Dos Santos and Castellani have always been the Managers of the Company, and therefore this Amendment is solely to correct the Scrivener's Error.

3. Miscellaneous:

(a) Except as specifically amended hereby, the LLC Agreement shall continue in full force and effect.

(b) This Amendment may be executed in two or more counterparts, each which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned Member has executed this Amendment as of the date first set forth above.

LIV'UP LIMITED

By: Victor Nogueira Dos Santos
Name: Victor Nogueira Dos Santos
Title: Director

Federative Republic of Brazil)
State of São Paulo)
City of São Paulo) SS:
Consulate General of the)
United States of América)

Subscribed and sworn to before me	

this	NOV 21 2018 day of _____
<u>Bradford Vick</u>	
Consular Officer's signature	

Bradford Vick
Vice - Consul
U. S. Consulate - São Paulo