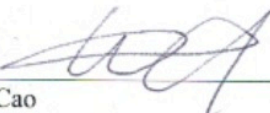


IN WITNESS WHEREOF, the undersigned stockholders of PowerCloud Systems, Inc., hereby voting the full number of shares of each class of the Company's outstanding voting stock held of record by them, have executed this Written Consent on the date set forth below, and hereby direct that this Written Consent be filed with the minutes of the proceedings of the Company's stockholders.

Date: 6/1/16, 2014

**STOCKHOLDERS:**

  
Yi Cao

*[Signature Page to Action by Written Consent and Undertaking  
of the Stockholders of PowerCloud Systems, Inc.]*