MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS

Of

_______________________________ (Name of Company)

The annual meeting of the Shareholders of the corporation was held at_______________________

____________________________________________________________________________________

on ___________________, ___________________ at___________ __.M.

The meeting was called to order by ______________________ (name) the __________________
(Title) of the corporation.

The secretary then reported that the meeting had been called pursuant to a notice of meeting and/or
waiver of notice thereof in accordance with the by-laws. It was ordered that a copy of the notice and waiver
of notice be appended to the minutes of the meeting.

The secretary then read the roll of Shareholders from the stock transfer ledger. The following
Shareholders were present in person or by proxy:

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Shares</th>
<th>In Person</th>
<th>By Proxy</th>
</tr>
</thead>
</table>

The chairman stated that a majority of the total number of shares issued and outstanding was represented
and that the meeting was complete and ready to transact any business before it. It was ordered that proxies
be appended to the minutes of the meeting.

The president then gave a general report of the business and finances of the corporation (a copy of
the company’s profit and loss statement and balance sheet for the period of time since the last annual
meeting is attached hereto) and the secretary reported that there has been no changes of Shareholders (or
changes in the amount of stock owned by each Shareholder) since the last such report except as may be
indicated as follows:
The chairman then stated that the election of directors of the corporation was now in order. The following were nominated as directors:

_____________________________________________________________________________________
_____________________________________________________________________________________

A ballot was taken, the vote was canvassed and it was reported the following votes cast for directors of the corporation.

<table>
<thead>
<tr>
<th>Nominee</th>
<th>Number of Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The chairman declared the following nominees duly elected directors of the corporation to serve until the next annual meeting of Shareholders or until their successors are elected and shall qualify:

_____________________________________________________________________________________
_____________________________________________________________________________________

The following additional actions were taken at the meeting:

_____________________________________________________________________________________
_____________________________________________________________________________________
_____________________________________________________________________________________

There being no further business, the meeting was, on motion, adjourned.

Dated ____________________, _________

_________________________

secretary
RATIFICATION

We, the undersigned shareholders, or assignees thereof, have read these minutes and do hereby approve, ratify and confirm all business transacted as reported herein.

SHAREHOLDERS:

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________

The following have been appended to the minutes:

Waiver of Notice
Annual P&L
WAIVER OF NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
OF
____________________________________(Name of Company)

We, the undersigned shareholders, hereby agree and consent that the annual meeting of shareholders of the corporation be held on the date and at the time and place stated below for the purpose of electing directors of the corporation and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting ____________________, ____________

Time of meeting ___________________, __.M.

Place of meeting _________________________________

_________________________________

Dated ____________________________, _____________

____________________________
____________________________
____________________________
MINUTES OF THE ANNUAL MEETING OF DIRECTORS

de (Name of Company)

The annual meeting of directors of the corporation was held
at _____________________________________________________________________________
On ________________, at ______________. M.

The following directors and other individuals were present (Add name and Title)
____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________

being a quorum and all of the directors of the corporation. ____________________________________ was
elected chairman of the meeting and ____________________________________ was appointed secretary
thereof to take notes and minutes from the meeting.

The secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by
all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The minutes of the preceding meeting of the board of directors held on ______________., ________ was
thereupon read and adopted.

The president then rendered a general report of the business of the corporation. the secretary
presented his report and the treasurer rendered a report of the finances of the corporation. The officers'
reports were received and ordered on file

The following were duly nominated and a vote having been taken were unanimously elected
officers of the corporation to serve for one year and until their successors are elected and shall qualify:

President ______________________________________
Vice-President__________________________________
Secretary_______________________________________
Treasurer_______________________________________

Other Positions appointed: (i.e. Consultants to Board, Assistant V.P, Assistant Secretary, etc.)
____________________________________________________________________________________
____________________________________________________________________________________

The following items were discussed in detail and notes regarding those discussions are included below (or
attached hereto):

Financial Performance for the prior year (by quarters);
Review of last years goals and expectations, and areas of success and/or concern;
Goals and Expectations for Financial Performance for the coming year and specific milestones and methods necessary to achieve such goals;

Marketing Plans for the Coming Year (Evaluate also performance of Marketing Efforts for Prior Year);

Management of Expenses and strategy and guidance for the coming year;

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated ____________________________

Director

Director

Director

Director

Director

Director

The following have been appended to these minutes:

Waiver of Notice
Additional Notes regarding Business Analysis for the Company
WAIVER OF NOTICE OF THE ANNUAL MEETING OF DIRECTORS

Of

____________________________________(Name of Company)

We the undersigned, being all of the directors of the corporation hereby agree and consent that the regular meeting of directors of the corporation be held on the date and the time and the place stated below for the purpose of transacting any and all business that should properly come before the meeting and hereby waive all notice of the meeting and of any adjournment thereof.

Date of meeting ____________________________

Time of meeting ____________________________

Place of meeting ____________________________

Dated _____________________________________

________________________________________
Director

________________________________________
Director

________________________________________
Director

________________________________________
Director

________________________________________
Director

________________________________________
Director
MINUTES OF THE SPECIAL MEETING OF DIRECTORS

of

____________________________________(Name of Company)

The special meeting of directors of the corporation was held at

on ____________________, ______________ at ___________________, __.M..

The following directors, advisors, and other individuals were present (list name and title):

being all the directors of the corporation and a quorum.

__________________________________________ was elected chairman of the meeting and ________________

__________________________________________ was elected secretary of the meeting.

The secretary then presented and read a waiver of notice of the meeting, subscribed by all the
directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman then stated that the meeting was called for the purpose(s) of:

______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________

Having considered the matter above, it is hereby resolved that:

______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
______________________________________________________________________________________
There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated ______________________________

____________________________
chairman

____________________________
secretary

The following have been appended to the minutes of the meeting:

Waiver of Notice
We the undersigned being all the directors of the corporation hereby agree and consent that the special meeting of directors be held at the date, time and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting __________________________

Time of meeting __________________________

Place of meeting __________________________

____________________________________________________________________________________

____________________________________________________________________________________

____________________________________________________________________________________

Purpose(s) of meeting

____________________________________________________________________________________

____________________________________________________________________________________

____________________________________________________________________________________

Dated __________________________

____________________________

D i r e c t o r

____________________________

D i r e c t o r

____________________________

D i r e c t o r

____________________________

D i r e c t o r

____________________________

D i r e c t o r