## 2007 FOR PROFIT CORPORATION ANNUAL REPORT

SIGNATURE: \_

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

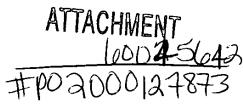
## FILED Apr 30, 2007 8:00 am Secretary of State

DOCUMENT # P02000127873  1. Entity Name PHOTONIX, INC.							04-30-2007 9	00477 033	***150.	00
Principal Plac 1630 COUNT GATES MILLS	Y LINE RD.		Mailing Address P.O. BOX 160 GATES MILLS, OH 44040							
2. Principal P	lace of Busin	ness - No P.O. Box #	3. Mailing Address							
Suite, Apt. #, etc.			Suite, Apt. #, etc.			03162007	Chg-P	CR2E034	(12/06)	
City & State			City & State			4. FEI Numb 30-013				plied For t Applicable
Zip	Country		Zip Coun		ntry	5. Certificate	of Status Desired		3.75 Add e Required	
<u></u>	6. Name	and Address of Curren	t Registered Agent			7. Name and	Address of New R	egistered Ag	ent	
INTRASTATE REGISTERED AGENT CORPORATION 701 BRICKELL AVE., SUITE 3000					Name Street Address (P.O. Box Number is Not Acceptable)					
MIAMI, FL	33131									
					City			FL	Zip Code	9
	ions of regis	tered agent.	or the purpose of changing it				th, in the State of Flo		nitiar with,	and accept
	Signature, typed	d or printed name of registered agen	t and little if applicable. (NO	TE: Registere	d Agent signature requi	ired when reinstating)		DATE		
FIL After Ma	E NOW!!! ay 1, 200	FEE IS \$150.00 7 Fee will be \$550	9. Election Camp Trust Fund Cor			55.00 May Be dded to Fees				
10.		OFFICERS AND	DIRECTORS		ADDITIONS	CHANGES TO OFF	ICERS AND D	RECTORS	S IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	1630 COI	IN, DAVID UNTY LINE RD. MILLS, OH 44040	Delete		<b>I</b>				Change	Addition
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indicated of the cor	on this report	ort or supplemental report the receiver or trustee emp	th this filing does not qualify is true and accurate and that powered to execute this repo- with all other like empowere	my signa rt as requ	ture shall have th	ne same legal effe	at as if made under o	oath; that I am	an officer	or director

April 4,07

440 460 0460

Daytime Phone #



## CONSENT IN LIEU OF AN ANNUAL MEETING OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF PHOTONIX, INC.

The undersigned, constituting the sole Shareholder and the sole member of the Board of Directors of PHOTONIX, INC., a Florida corporation (the "Corporation"), waives all requirements of notice and consents to the adoption of the following resolutions without a meeting, pursuant to the bylaws and Sections 607.0704 and 607.0821 of the Laws of the State of Florida:

WHEREAS, this consent is in lieu of an annual meeting of the Shareholders and Board of Directors.

RESOLVED, that all lawful actions of the Director(s) of the Corporation taken on behalf of the Corporation in good faith since the previous annual or organizational meeting or execution of the consent in lieu thereof, are hereby approved and confirmed.

RESOLVED, that the following person shall serve as Director of the Corporation and shall continue to serve until the next annual meeting as provided in the Bylaws or until his earlier death, resignation or removal from office:

## David Benjamin

RESOLVED, that all lawful actions of the Officer(s) of the Corporation taken on behalf of the Corporation in good faith since the previous annual or organizational meeting or execution of the consent in lieu thereof, are hereby approved and confirmed.

RESOLVED, that the following person shall serve as Officer of the Corporation in the office indicated opposite his name and shall continue to serve until the next annual meeting or execution of the consent in lieu thereof as provided in the Bylaws or until his earlier death, resignation or removal from office:

David Benjamin

President, Secretary and Treasurer

RESOLVED, that any Director and/or Officer previously elected or appointed but not listed above as a current Director and/or Officer term of office shall be deemed to have expired effective upon the date hereof.

'ATTACHNENT

RESOLVED, that the requirement of Florida Statute 607.1620 with regard to the preparation of financial statements is hereby modified and that such statements shall be prepared at the discretion of the Officers of the Corporation.

RESOLVED, that this consent may be executed in one or more counterparts, all of which together constitute the original.

RESOLVED, that the executed copy of this consent shall be placed with the minutes of proceedings of the Shareholders and Board of Directors.

IN WITNESS WHEREOF, the undersigned execute the foregoing written consent this 5 day of \_\_\_\_\_\_, 2007.

SOLE SHAREHOLDER: Photonica, Inc.

a Florida corporation

Name: DAVID BENVION IN
Title: OU NET.

SOLE DIRECTOR:

David Benjami

# 4426930\_v1