

DEC-23-2008 11:51

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**Cyber Defense Merger Sub., Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	26
Estimated Charge	\$70.00

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Corporate Filing Menu

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cyber Defense Merger Sub., Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

William C. Robinson

(Contact Person)

Cyber Defense Systems, Inc.

(Firm/Company)

5147 South Harvard, Suite 138

(Address)

Tulsa, OK 74135

(City/State and Zip Code)

For further information concerning this matter, please call:

William C. Robinson

(Name of Contact Person)

At ( 504 ) 722-7402

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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# **ARTICLES OF MERGER** (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Cyber Defense Merger Sub., Inc.	Oklahoma	1912214976

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Cyber Defense Systems, Inc.	Florida	P04000120852

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/05/2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/05/2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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2008 DEC 23 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Typed or Printed Name of Individual & Title

**William C. Robinson**

William C. Robinson

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**PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

NameJurisdictionCyber Defense Merger Sub., Inc.Oklahoma

**Second:** The name and jurisdiction of each merging corporation:

NameJurisdictionCyber Defense Systems, Inc.Florida

**Third:** The terms and conditions of the merger are as follows:

The purpose of the merger is change the Company's domicile from Florida to Oklahoma. At the effective date, the Company will be an Oklahoma corporation. The merger does not change any class or series of stock of the Company. At the effective date, each share of the Company's stock reflecting Florida as the domicile shall be converted into a share of the Company's stock reflecting Oklahoma as the Company's domicile.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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**AGREEMENT OF MERGER  
OF  
CYBER DEFENSE SYSTEMS, INC., A FLORIDA CORPORATION  
AND  
CYBER DEFENSE MERGER SUB., INC., AN OKLAHOMA CORPORATION**

THIS AGREEMENT OF MERGER (the "Agreement") dated as of December 5, 2008 (the "Effective Date"), is made and entered into by and between *Cyber Defense Systems, Inc.*, a Florida Corporation ("*Cyber Florida*"), and *Cyber Defense Merger Sub., Inc.*, an Oklahoma Corporation ("*Cyber Oklahoma*"). The purpose of this Agreement is to change the Cyber Defense Systems, Inc. domicile from Florida to Oklahoma.

**WITNESSETH:**

WHEREAS, *Cyber Florida* is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of :

- i. Class 'A' Common Stock:  
200,000,000 shares of Class 'A' common stock, \$.001 par value per share ("*Cyber Florida Class 'A' Common Stock*"), of which 193,257,344 shares are issued and outstanding.
- ii. Class 'B' Common Stock:  
200,000,000 shares of Class "B" common stock, \$.001 par value per share ("*Cyber Florida Class 'B' Common Stock*"), of which 545,455 shares are issued and outstanding.
- iii. Class 'C' Common Stock:  
2 shares of Class "C" common stock, \$.001 par value per share ("*Cyber Florida Class 'C' Common Stock*"), of which 2 shares are issued and outstanding.
- iv. Class 'A' Preferred Stock:  
100,000,000 shares of Class 'A' Preferred Stock, \$.001 par value per share ("*Cyber Florida Preferred Stock*"), of which no shares are issued and outstanding.

WHEREAS, *Cyber Oklahoma* is a wholly owned subsidiary of *Cyber Florida* organized and existing under the laws of the State of Oklahoma and has an authorized capital of:

- i. Class 'A' Common Stock:  
200,000,000 shares of Class 'A' common stock, \$.001 par value per share ("*Cyber Florida Class 'A' Common Stock*"), of which no shares are issued and outstanding.
- ii. Class 'B' Common Stock:  
200,000,000 shares of Class 'B' common stock, \$.001 par value per share ("*Cyber Florida Class 'B' Common Stock*"), of which no shares are issued and outstanding.
- Class 'C' Common Stock:

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- iii. 2 shares of Class 'C' common stock, \$.001 par value per share ("*Cyber Florida Class 'C' Common Stock*"), of which no shares are issued and outstanding.  
Class 'A' Preferred Stock:
- iv. 100,000,000 shares of Class 'A' preferred stock, \$.001 par value per share ("*Cyber Florida Preferred Stock*"), of which no shares are issued and outstanding.

WHEREAS, the respective Boards of Directors of *Cyber Florida* and *Cyber Oklahoma* have determined that it is in the best interests of the Company and the shareholders to implement a domicile change from Florida to Oklahoma by merging with and into *Cyber Oklahoma*, a wholly owned subsidiary (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that *Cyber Florida* shall be merged into *Cyber Oklahoma* upon the terms and conditions set forth.

## ARTICLE I MERGER

1.1 **MERGER.** On the Effective Date of the Merger as provided herein, *Cyber Florida* shall be merged into *Cyber Oklahoma*, the separate existence of *Cyber Florida* shall cease, and *Cyber Oklahoma* (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of *Cyber Defense Systems, Inc.* by virtue of, and shall be governed by, the laws of the State of Oklahoma.

## ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 **ARTICLES OF INCORPORATION.** The name of the Surviving Corporation shall be "*Cyber Defense Systems, Inc.*" The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of *Cyber Oklahoma* (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 **BYLAWS.** The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of *Cyber Oklahoma* (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 **OFFICERS AND DIRECTORS.** Upon the Effective Date, the officers of *Cyber Oklahoma* shall be the officers of the Surviving Corporation, and the members of the Board of

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Directors of *Cyber Oklahoma* shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

### ARTICLE III EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares or class of *Cyber Florida* stock or any shares or class of *Cyber Oklahoma* stock:

(a) each share and class of *Cyber Oklahoma* stock owned by *Cyber Florida* immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share and class of common stock of *Cyber Florida* outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share and stock, with the same class, with the Surviving Corporation and such shares shall constitute the only outstanding shares and class of capital stock of the Surviving Corporation (the "Surviving Corporation Shares"). The Merger shall not change the class of Common Stock.

### ARTICLE IV GENERAL

4.1 FURTHER ASSURANCES. Each of *Cyber Florida* and *Cyber Oklahoma* agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of *Cyber Florida* and *Cyber Oklahoma* and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of *Cyber Florida* and *Cyber Oklahoma* may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of *Cyber Florida* and *Cyber Oklahoma*. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

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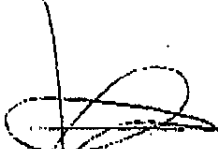
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized and appointed Officers, all as of the day and year first above written.

*CYBER DEFENSE MERGER SUB., INC. ("Cyber Oklahoma")*  
an Oklahoma Corporation



William C. Robinson, President & Chief Executive Officer

*CYBER DEFENSE SYSTEMS, INC. ("Cyber Florida")*  
a Florida Corporation



William C. Robinson, President & Chief Executive Officer

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WRITTEN CONSENT OF DIRECTORS  
OF  
CYBER DEFENSE SYSTEMS, INC.

December 5, 2008

The undersigned, representing a majority of the Board of Directors of Cyber Defense Systems, Inc., a Florida corporation (the "Company"), does hereby adopt by this Written Consent, pursuant to the Florida General Corporation Law and in lieu of a meeting of the Board of Directors of the Company, the Resolutions set forth below, effective December 5, 2008.

WHEREAS the Board of Directors (the "Board") of the Company deems it advisable and in the company's best interest to complete the Agreement and Plan of Merger (the "Agreement") attached as Exhibit "A", by and between the Company and Cyber Defense Merger Sub., Inc., an Oklahoma corporation ("Alma Oklahoma"); and

WHEREAS the Board has determined that it is in the best interests of the shareholders to complete the domicile change and merger under the terms and conditions set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Company be, and it hereby is, authorized to complete the Agreement in substantially the form attached hereto as Exhibit "A", together with such changes and modifications as the officers of this Company shall in their sole and absolute discretion, deem appropriate and in the best interest of this Company, with such determination to be conclusively evidenced by their signatures on the Agreement; and


BE IT FURTHER RESOLVED, that in addition to and without limiting the foregoing that William Robinson is hereby is authorized to take, or cause to be taken, such further action and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respect as the act and deed of the Corporation.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary


  
William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

  
Joseph Grace

  
William C. Robinson

  
Marinko Verovic

  
Stephen I. Johnson

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(H08000278706 3)

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary

\_\_\_\_\_  
William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

  
\_\_\_\_\_  
Joseph Grace

\_\_\_\_\_  
William C. Robinson

\_\_\_\_\_  
Marinko Verovic

\_\_\_\_\_  
Stephen I. Johnson

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(H08000278706 3)

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Secretary

\_\_\_\_\_  
William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

\_\_\_\_\_  
Joseph Grace

\_\_\_\_\_  
William C. Robinson



\_\_\_\_\_  
Marinko Vekovic

\_\_\_\_\_  
Stephen I. Johnson

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary

William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

Joseph Grace

William C. Robinson

Marinko Verovic

Stephen T. Johnson

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(H08000278706 3)

WRITTEN CONSENT OF DIRECTORS  
OF  
CYBER DEFENSE MERGER SUB., INC.

December 5, 2008

The undersigned, constituting a majority of the Board of Directors of Cyber Defense Merger Sub., an Oklahoma corporation (the "Company"), does hereby adopt by this Written Consent, pursuant to the Oklahoma General Corporation Law and in lieu of a meeting of the Board of Directors of the Company, the Resolutions set forth below, effective December 5, 2008.

WHEREAS the Board of Directors (the "Board") of the Company deems it advisable and in the company's best interest to complete the Agreement and Plan of Merger (the "Agreement") attached as Exhibit "A", by and between the Company and the parent company, Cyber Defense Systems, Inc., a Florida corporation ("Cyber Florida"); and

WHEREAS the Board has determined that it is in the best interests of the shareholders to complete the domicile change and merger under the terms and conditions set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Company be, and it hereby is, authorized to complete the Agreement in substantially the form attached hereto as Exhibit "A", together with such changes and modifications as the officers of this Company shall in their sole and absolute discretion, deem appropriate and in the best interest of this Company, with such determination to be conclusively evidenced by their signatures on the Agreement; and


BE IT FURTHER RESOLVED, that in addition to and without limiting the foregoing that William Robinson is hereby is authorized to take, or cause to be taken, such further action and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respect as the act and deed of the Corporation.

(H08000278706 3)

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary


  
William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

  
Joseph Grace

  
William C. Robinson

  
Marinko Verovic

  
Stephen I. Johnson

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(H08000278706 3)

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Secretary

\_\_\_\_\_  
William C. Robinson

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DIRECTORS:

  
\_\_\_\_\_  
Joseph Grace

\_\_\_\_\_  
William C. Robinson

\_\_\_\_\_  
Marinko Verovic

\_\_\_\_\_  
Stephen I. Johnson

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(H08000278706 3)

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary

\_\_\_\_\_  
William C. Robinson

IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

\_\_\_\_\_  
Joseph Grace

\_\_\_\_\_  
William C. Robinson



\_\_\_\_\_  
Marinko Vekovic

\_\_\_\_\_  
Stephen I. Johnson

(H08000278706 3)

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 5<sup>th</sup> day of December, 2008.

Secretary

\_\_\_\_\_  
William C. Robinson

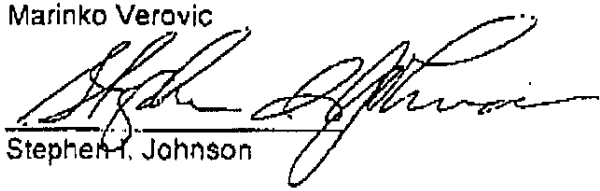
IN WITNESS WHEREOF, the undersigned board members have ratified and executed this Written Consent this 5<sup>th</sup> day of December, 2008.

DIRECTORS:

\_\_\_\_\_  
Joseph Grace

\_\_\_\_\_  
William C. Robinson

\_\_\_\_\_  
Marinko Verovic

  
\_\_\_\_\_  
Stephen M. Johnson

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**CYBER DEFENSE SYSTEMS, INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

December 5, 2008

THE UNDERSIGNED, being the voters of 452,350,594 shares of combined Class 'A' and Class 'B' common stock of Cyber Defense Systems, Inc., a Florida Corporation ("Cyber Florida"), constituting 61.23% of the outstanding shares of voting stock of the Corporation hereby adopts the following resolutions by written consent Pursuant to section 607.0123, Florida Statutes, as if duly adopted at a duly called and noticed meeting:

WHEREAS it is advisable and in the best interest of the Company to change the Company's domicile from Florida to Oklahoma as part of a merger pursuant to section 607.1105, Florida Statutes, by merging the Company with and into Cyber Defense Merger Sub., Inc., an Oklahoma corporation ("Cyber Oklahoma") and by issuing shareholders of Cyber Florida one share of capital stock in Cyber Oklahoma for each share of capital stock of Cyber Florida;

NOW THEREFORE BE IT RESOLVED, that, in order to implement the domicile change, the Company, and its officers and directors, is hereby authorized to execute, deliver and perform the Agreement and Plan of Merger which is attached hereto as Exhibit "A", and to file same with the Secretary of State of the State of Oklahoma and Florida; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.

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**CYBER DEFENSE SYSTEMS, INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

**December 5, 2008  
STOCKHOLDERS:**

**Name and Signature:**

**Number of Voting Shares Held:**

  
Cherokee Raiders LP  
Manager

308,690,220 combined Class 'A' and  
Class 'B' common shares

Joseph Grace

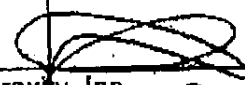
85,250 shares of Class 'A' common  
stock

Marinko Vekovic

29,564 shares of Class 'A' common  
stock

Stephen Johnson

75,837 shares of Class 'A' common  
stock

  
Proxy, Inc.  
President

6,598,217 shares of Class 'A'  
common stock

  
William Robinson

437,132 shares of Class 'A' common  
stock

  
William Robinson D/B/A  
Two Palms Investments, LTD


3,968 shares of Class 'A' common  
stock

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**CYBER DEFENSE SYSTEMS, INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

**December 5, 2008  
STOCKHOLDERS:**

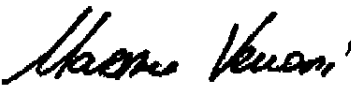
<b>Name and Signature:</b>	<b>Number of Voting Shares Held</b>
<hr/> Cherokee Raiders, LP Manager  <hr/> Joseph Grace	308,690,220 combined Class 'A' and Class 'B' common shares
<hr/> Marinko Vekovic	85,250 shares of Class 'A' common stock
<hr/> Stephen Johnson	29,564 shares of Class 'A' common stock
<hr/> Proxity, Inc. President	75,837 shares of Class 'A' common stock
<hr/> William Robinson	6,598,217 shares of Class 'A' common stock
<hr/> William Robinson D/B/A Two Palms Investments, LTD	437,132 shares of Class 'A' common stock
<hr/>	3,968 shares of Class 'A' common stock

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**CYBER DEFENSE SYSTEMS, INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

**December 5, 2008  
STOCKHOLDERS:**

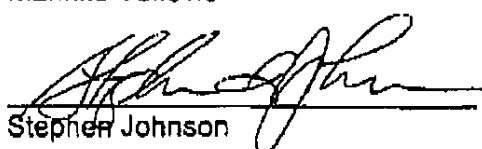
<b>Name and Signature:</b>	<b>Number of Voting Shares Held</b>
_____ Cherokee Raiders, LP President	308,690,220 combined Class 'A' and Class 'B' common shares
_____ Joseph Grace	85,250 shares of Class 'A' common stock
_____  Marinko Vekovic	29,564 shares of Class 'A' common stock
_____ Stephen Johnson	75,837 shares of Class 'A' common stock
_____ Proxity, Inc. President	6,598,217 shares of Class 'A' common stock
_____ William Robinson	437,132 shares of Class 'A' common stock
_____ William Robinson D/B/A Two Palms Investments, LTD	3,968 shares of Class 'A' common stock

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**CYBER DEFENSE SYSTEMS, INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

**December 5, 2008  
STOCKHOLDERS:**

<b>Name and Signature:</b>	<b>Number of Voting Shares Held</b>
_____ Cherokee Raiders, LP President	308,690,220 combined Class 'A' and Class 'B' common shares
_____ Joseph Grace	85,250 shares of Class 'A' common stock
_____ Marinko Vekovic	29,564 shares of Class 'A' common stock
_____  Stephen Johnson	75,837 shares of Class 'A' common stock
_____ Proxity, Inc. President	6,598,217 shares of Class 'A' common stock
_____ William Robinson	437,132 shares of Class 'A' common stock
_____ William Robinson D/B/A Two Palms Investments, LTD	3,968 shares of Class 'A' common stock

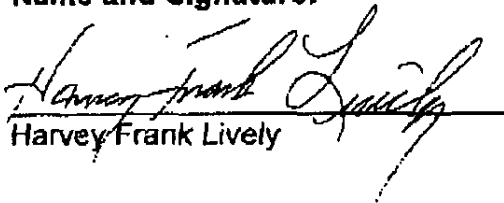
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**STOCKHOLDERS:**

**Name and Signature:**

**Number of Voting Shares Held**

  
Harvey Frank Lively

83,742,598 combined Class 'A' and  
Class 'B' common Shares

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BY  
**WRITTEN CONSENT**  
December 5, 2008

**STOCKHOLDERS:**

**Name and Signature:**



Keith P. Vierela

**Number of Voting Shares Held**

52,687,808 combined Class 'A' and  
Class 'B' common shares

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