***MINUTES OF THE***

***SPECIAL MEETING***

***DIRECTORS AND SHAREHOLDERS***

***OF***

***(LAW FIRM NAME)***

Pursuant to notice (a copy of which is attached), a special meeting of the Directors and Shareholders of the above corporation was held on December 31, 2009 at 12:00 PM at the corporation's place of business.

The purpose of the meeting: Purchase \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ share (\_\_%) by shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_will now own 100% of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. We therefore approve and will sign the written agreement "\_\_\_\_\_\_\_\_\_\_\_\_\_\_, P.C. Stock Purchase Agreement"

**I. QUORUM.** A quorum was declared present based on the presence of the following Directors and the following Shareholders who were present or represented by proxy as follows:

- Director: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

- Shareholder: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Number of Shares: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Shareholder was represented in person.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the majority vote of the Directors and Shareholders entitled to vote (unless a higher voting approval is stated).

**II. REVISE/APPROVE PREVIOUS MINUTES.** The minutes of the December 31, 2009 meeting were approved.

**III. ELECTION OF CHAIRPERSON AND SECRETARY.** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ was appointed chairperson of the meeting, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ was appointed as secretary to prepare a record of the proceedings.

**IV. ADOPTION OF DOCUMENTS/PLANS.**

The attached Purchase Agreement adopted by a majority vote of the Directors and Shareholders.

**V. DIRECTORS' FEES.** Directors' fees of $0.00 per \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ per Director were approved.

There being no further business, the meeting was duly adjourned.

These Minutes are certified by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , P.C.'s President.

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| By: s\_Af\_Signature\_Name\_Name\_ | Date: d\_Af\_Signature\_Name\_Date\_ |

President