

MINUTES OF FIRST MEETING  
OF THE BOARD OF DIRECTORS  
OF

Consumer USA , A Delaware Corporation

The Directors held their first meeting at 1245 4th Avenue Dallas Texas 56543 on 12th of October 2011 . The meeting was held pursuant to a written Waiver of Notice and Consent that was signed by each of the Directors. It has been placed in the Minute Book.

The following Directors, constituting a quorum, were present at the first meeting:

Charles Smith/ Henry Miller/ Charles Green

The following Directors were absent:Harrison Black/ Peter Morton

Upon motion duly made, seconded, and unanimously carried, Charles Holmes was elected Chairman of the meeting and Peter Miller was elected Secretary.

FILING OF THE ARTICLES OF INCORPORATION

The Chairman informed the Board that the Articles of Incorporation were filed in the office of the Delaware Secretary of State on May 23rd 2011 . The Chairman presented a certified copy of the Articles of Incorporation for the Board's inspection . The board of directors adopted them and the Secretary was directed to insert the copy in the Minute Book of the Corporation.

AGENT FOR SERVICE OF PROCESS

The Chairman explained that the Articles of Incorporation had named Delaware Incorporators inc the Corporation's initial Agent for Service of Process. Upon motion duly made, the following resolution was unanimously adopted:

RESOLVED, that Delaware Incorporators inc , AT 219 Pine Avenue Denver Delaware 23445 , named as the initial agent for service of process in the Articles of Incorporation, is confirmed as the corporation's agent for the purpose of service of process.

DESIGNATION OF PRINCIPAL OFFICE

The Chairman proposed that the Corporation designate an office within the City of Dallas , county of Las Collinas , as its principal office. It was the unanimous decision of the Board that the principal office would be located at 6754 12th Avenue Dallas Texas 45654

ADOPTION OF BYLAWS

The original set of Bylaws, adopted by Peter Simon , the Incorporator of the Corporation, was submitted, read and discussed. Upon motion duly made, the following resolution was unanimously adopted:

RESOLVED, that the Bylaws submitted to and reviewed by the Board of Directors of this corporation be adopted as the Bylaws for the regulation of the affairs of this corporation.

RESOLVED FURTHER, the Secretary of this corporation shall certify these Bylaws as having been adopted effective the date of this Resolution, and insert these Bylaws in the Minute Book of this corporation.

#### ADOPTION OF CORPORATE SEAL

The Chairman presented to the Board a proposed Corporate Seal in the form prescribed by the Bylaws, and upon motion duly made, the following resolution was unanimously adopted :

RESOLVED, that the corporate seal presented to this meeting be adopted as the corporate seal of the corporation. The Secretary is instructed to impress this Seal on the document recording this resolution on the page where this resolution appears.

( S E A L )

#### SELECTION OF CORPORATE BANK ACCOUNT

The Chairman explained the need for the Corporation to establish a bank account(s) for the Corporation. Upon discussion, with motion duly made, it was unanimously adopted :

RESOLVED, that this corporation establish in its name one or more deposit and checking accounts with Bank of America branch at 3245 Central Avenue Dallas Texas 56543 , on such terms and conditions as may be agreed upon with such bank. The officers of this corporation are authorized to establish such account or accounts.

RESOLVED FURTHER, the bank account authorization card is incorporated into this document and the resolutions it contains are adopted.

#### ELECTION OF OFFICERS

The Board elected officers. The following persons were elected to these offices.

John Hinchey , PRESIDENT

Charles Wintrobe , VICE-PRESIDENT

Peter Gold , SECRETARY

#### ADOPTION OF STOCK CERTIFICATE

The Chairman proposed to the Board a form of stock certificate for the Corporation's Capital Stock. Upon motion duly made, the following resolutions were unanimously adopted:

RESOLVED, the share certificates representing common shares of this corporation will be in substantially the same form as the share certificate attached to this document. Each certificate shall bear the name of this corporation, the number of shares represented by the certificate, the owner of the shares, and the date the shares were issued.

RESOLVED FURTHER, the share certificates will be numbered consecutively beginning with Number 1. They will be issued only when the signature of the President and the Secretary, are affixed. The stock certificates may bear additional wording related to the ownership, issuance, and transferability of the shares represented thereby.

#### PLAN OF INITIAL CAPITALIZATION

The Chairman explained that the Corporation planned to issue 1000 shares of its Capital Stock to Harrison Green, for total consideration of 40000 dollars

FURTHER RESOLVED, the officers of the Corporation are authorized and directed to execute all documents and to take all actions they deem appropriate in order to achieve the issuance of the Corporation's Capital Stock.

#### SECTION 1244 STOCK

The Chairman explained that Section 1244 Stock offers benefits that should be taken advantage of. Upon motion duly made, the following resolution was unanimously adopted:

RESOLVED, the President of the Corporation be authorized to take all necessary actions to make this Corporation a properly registered Section 1244 corporate stock.

#### FISCAL YEAR

The Chairman informed the Board that an order of business was the selection of a fiscal year for the Corporation. After some discussion and upon motion duly made, the following resolution was unanimously adopted.

RESOLVED, that the fiscal year of this corporation shall begin on the 1st day of the month of January of each year and end on the 31 day of the month of December of each year.

#### EXPENSES OF THE CORPORATION

The Chairman stated that expenses had been incurred in the incorporation and organization of the Corporation. Upon motion

duly made, the following resolution was unanimously adopted:

RESOLVED, that the secretary be authorized to pay the expenses of the incorporation and organization of this Corporation.

SELECTION OF COUNSEL TO THE CORPORATION

The Chairman proposed that the Board select Corporate legal counsel. After some discussion, it was decided that the law offices of Mr Paul Hoffman should be retained as counsel to the Corporation, to serve at the pleasure of the Board.

BUSINESS LICENSES AND TAX FILINGS

The Chairman initiated a discussion concerning all applicable fictitious business name statements, tax and license filings. Upon motion duly made, the following resolution was unanimously adopted:

RESOLVED, that the Secretary be authorized to file for and secure all fictitious business name statements, business and tax licenses or permits required for the Corporation to properly conduct its business.

ADJOURNMENT

Since there is no further business to come before the meeting, on motion duly made, seconded, unanimously carried, the meeting was adjourned.

APPROVED:

.....  
Peter Miller , Secretary of the Meeting

.....  
Charles Holmes , Chairman of the Meeting