

**MINUTES OF THE ANNUAL MEETING OF THE DIRECTORS AND SHAREHOLDERS OF
M.W. CONSTRUCTION, INC., A UTAH CORPORATION, HELD AT THE OFFICES OF
THE CORPORATION ON THE ____ DAY OF NOVEMBER, 2006, PURSUANT TO
PERSONAL NOTICE TO EACH DIRECTOR AND SHAREHOLDER**

DIRECTORS/SHAREHOLDERS PRESENT:

William Shuldberg, Shareholder and Director
Michael Funk, Shareholder and Director

ACTING CHAIRMAN AND SECRETARY:

Upon motion duly made and carried by unanimous vote of all Directors present, the Directors chose the following persons to act as Chairman and Secretary of this meeting:

CHAIRMAN: William Shuldberg
SECRETARY: Michael Funk

WAIVER OF NOTICE

The Chairman then stated that all Directors must sign a copy of these Minutes, when prepared and reviewed by each Director. The Directors then stated their understanding and consent that the attendance of each at this meeting or their signature to these Minutes constitutes receipt of notice of the time and place of the meeting and a waiver of the same and consent to all actions of the Board as stated herein.

BUSINESS OF THE CORPORATION:

The Shareholders then discussed the business of the Corporation generally since the last meeting of the Shareholders and further reviewed the current financial statements of the Corporation and made general comments thereon. The Shareholders then ratified and confirmed the action of the Directors of the Corporation in all respects from and after the last meeting of the Shareholders.

ELECTION OF DIRECTORS:

The meeting then proceeded with the election of Directors, constituting the entire Board, to serve until the next annual meeting of the Shareholders or until their respective successors shall have been elected and shall have qualified.

The following names would be placed in nomination by William Shuldberg, and seconded by Michael Funk:

William Shuldberg
Michael Funk

The Chairman of the meeting then inquired as to whether or not there were any other nominations and, there being none, the Chairman declared that nominations were closed.

The Shareholders then cast votes which were subsequently tallied, and the Chairman declared that the following persons had been elected Directors of the Corporation to serve as such until the next annual meeting of Shareholders or until their successors are duly elected and qualified:

William Shuldberg
Michael Funk

ELECTION OF OFFICERS:

The Board next reviewed the officers of the Corporation relative to their past performance and services performed. Proposals were considered for election of existing and new officers.

Upon motion duly made and carried and by the unanimous vote of all present, the following were elected officers of the Corporation:

William Shuldberg - President
Michael Funk - Secretary/Treasurer

FINANCIAL STATUS:

The Chairman then discussed the financial status of the Corporation.

S-CORPORATION DISTRIBUTIONS:

The Chairman then directed the Board's attention to the matter of S-Corporation distributions for the Corporation's shareholders. After reviewing the corporate records and the Corporation's financial position, including prior and present retained earnings, and upon motion duly made and seconded, it was unanimously:

RESOLVED, that the Board of Directors ratify and confirm the payment of all S-Corporation distributions as paid during the Corporation's last preceding fiscal year.

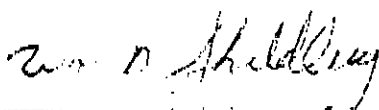
RATIFICATION OF PRIOR ACTS OF OFFICERS:

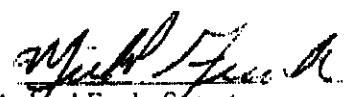
The Chairman then turned to a review of the acts and activities of the Corporation's officers during the past fiscal year. After extensive review and discussion of all activities of the Corporation's officers and upon motion duly made and seconded, it was unanimously:

RESOLVED, that all prior acts of the Corporation's officers be and are hereby ratified and confirmed in their entirety.

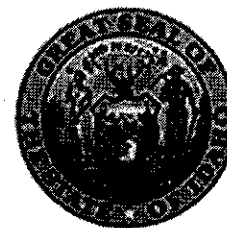
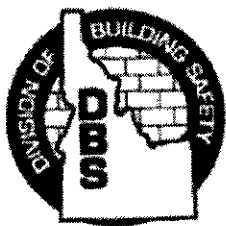
There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, declared adjourned.

APPROVED:


William Shuldberg, Chairman


Michael Funk, Secretary

State of Utah Info:
MW Construction,
Inc.,
577 N. 100 W.,
Logan Utah,
84321-3924
(435) 245-0907.

**License Confirmation**

Record Inquiry - Browsing

Bureau	PWC	Public Works Contractors Licensing
License Type	C	C - Contractor
License Number	16030	Status Active, Expires 05/31/07
License Issued	6/23/2004	Method UnAssigned 000000
Class		
Type(s) of Construction	B-3	

Company Name M.W. Construction, Inc.**Address 1** PO Box 385**City/State/Zip** PARADISE UT 84328**Phone Number** (435) 245 - 0907

The information on this website is provided for your convenience, if you have any questions or cannot find the license information that you are seeking, please contact the Division of Building Safety - 1090 E. Watertower St., Meridian, ID 83642. Ph:(208) 334-3950

Bore Dia.	From	To	Remarks: Lithology, Water Quality & Temperature	Y	N
10	0	5	Br. Clay		X
10	5	20	Br. Clay + Sand		X
10	20	60	Br. Clay + Sand		X
10	60	75	sand	X	
10	75	80	Clay		X

Principal Driller and Rig Operator *Required*.
Operator I must have signature of Driller/Operator II.