

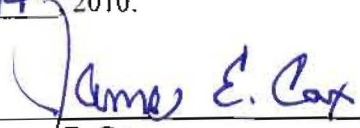
**CONSENT AND CERTIFICATE
OF
PARTNERSHIP AND CORPORATE ACTION**

The undersigned are all of the partners of BCD Arkansas, Ltd. ("**Partnership**") and all of the shareholders and directors of BCD Ventures, Inc. ("**Corporation**"), who is the sole general partner of the Partnership, the undersigned have executed this Consent and Certificate to evidence their unanimous consent to the following Partnership and Corporate action:

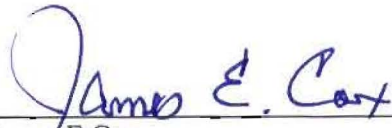
RESOLVED THAT the Partnership convey Lot 2 of Replat for BCD Arkansas, Ltd., Jonesboro, Arkansas (Correction Plat) as shown on the Plat recorded at Book C, Page 155, filed September 17, 2004 ("**Property**") to the City of Jonesboro, Arkansas; and

RESOLVED THAT James E. Cox as President of the Corporation is granted the authority to convey to the Property to the City of Jonesboro and to execute deeds, assignments and other documents which may be needed to convey the Property.

This Consent and Certificate of Partnership and Corporate Action is executed effective May 14 2010.



James E. Cox
Sole Director and Sole Shareholder of
BCD Ventures, Inc.



James E Cox
Sole Limited Partner of
BCD Arkansas, Ltd.