COMPLIANCE SERVICES
400 CAPITAL CIR SE, POSTAL MAIL BOX 18321
TALLAHASSEE, FL 32301

February 6, 2013

ABC Company
123 Main Street
New York, NY 00000

Dear **Bob Smith:**

Enclosed please find the following documents:

CONSENT IN LIEU OF ANNUAL MEETING OF SHAREHOLDERS

CONSENT IN LIEU OF ANNUAL MEETING OF DIRECTORS

These documents were prepared in place of minutes of meetings to avoid the necessity of holding an actual meeting of the necessary parties. They satisfy the requirement of having actual meetings and minutes of those meetings.

Have each of the signatories sign each document where indicated, insert the date of signing, place both documents in the minute book of the corporation and keep the minute book at the office of the corporation. You will have then satisfied the annual minutes requirements of Florida law.

Do not return the documents to us. We have recorded your information in our data base.

If you have any questions, e-mail us at ***corpcompliancefl@corpsrvc.com***. We will reply promptly.

Thank you for the opportunity to have served you.

Very truly yours,

COMPLIANCE SERVICES

CONSENT IN LIEU OF ANNUAL MEETING OF SHAREHOLDERS

OF

ABC Company

The undersigned, being the sole Shareholder of the Corporation, consents to and ratifies the actions taken during the fiscal year of the Corporation ended December 31, 2012.

The person whose name appears below was elected to the Board of Directors to serve until the next annual meeting of the Shareholders and until a successor is elected and shall qualify:

Bob Smith

The Member of the Board of Directors elected here, by signing this consent, accepted the office.

Mr. ABC, being the sole Shareholder reviewed the actions taken by the Board of Directors and the Corporation during the past fiscal year and the financial information of the corporation and having read the foregoing Consent in Lieu of Annual Meeting of Shareholders, hereby ratifies, approves and confirms the actions taken and the business set forth herein.

Dated:

Mr. ABC, Shareholder

representing 00000 shares

_____

Bob Smith, Director

by:_____

The FLORIDA BUSINESS CORPORATION ACT, Chapter 607.0704(1) provides: "Unless otherwise provided in the articles of incorporation, action required or permitted by this act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted..."

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CONSENT IN LIEU OF ANNUAL MEETING OF DIRECTORS

OF

ABC Company

The undersigned, being the sole Director of the Corporation, consents to and ratifies the actions taken during the fiscal year of the corporation ended December 31, 2012.

The persons whose names appear below were elected as Officers of the Corporation to serve until the next annual meeting of the Board of Directors and until their successors are elected:

CEO: Bob Smith
President: Sue Smith
COO: Sally Smith

Each officer by signing this consent accepted the office.

The CEO was authorized to set the salaries of the elected officers of the corporation, subject to approval by the Board of Directors.

The CEO was directed to have financial statements prepared for the last fiscal year of the corporation, submit them to the Board of Directors for approval and file the appropriate Federal Income Tax returns.

I, being the sole member of the Board of Directors, reviewed the actions taken by the Board of Directors during the past fiscal year and the financial information of the corporation and having read the foregoing Consent in Lieu of Annual Meeting of Directors, hereby ratify, approve and confirm the actions taken and the business set forth herein.

Dated:

Bob Smith, Director

Bob Smith, CEO

Sue Smith, President

Sally Smith, COO

FLORIDA BUSINESS CORPORATION ACT, Chapter 607.0821 provides: *"Unless the articles of incorporation or bylaws provide otherwise, action required or permitted by this act to be taken at a board of directors meeting or committee meeting may be taken without a meeting if the action taken is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member."*

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