

CPORT SOLUTIONS, INC.

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS &
SHAREHOLDERS**

IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the directors and shareholders of CPORT SOLUTIONS, INC., a Georgia corporation (the "Corporation"), do hereby consent and agree to the adoption of the following resolutions, pursuant to the applicable sections of Georgia Business Corporations Code, in lieu of holding a special meeting of the board of directors or of the shareholders of the Corporation:

1. **Issuance of Shares.**

The number of authorized shares of common stock, no par value per share, of the Corporation (the "Common Stock"), is 5,000,000, pursuant to the Articles of Incorporation of the Corporation. The identity and number of Common Stock shares issued, which was done so for aggregate consideration that the Board of Directors and shareholders deemed acceptable and which replaces any and all previous documents that purport to indicate the shareholders of the Corporation, is as follows:

<u>Shareholder Identity</u>	<u>Number of Issued Shares</u>
Louie P. Hicks II	2,264,337
J Stephen Hufford	640,823
Jackson Houk	225,000
Michael Edmeades	429,925
Peter M. Muller	213,617
Laurence E. Sanders	213,617
Charles R. Trippe	42,723
David J. Kassens	42,723
Randall W. Salisbury <i>apm</i> <i>RWS</i>	213,617
Raymond M. Johnson	213,617
BTM VENTURES, LLC	500,000

2. **Shareholder Agreement.**

The Shareholder Agreement and Subscription Agreement, the form of each is attached hereto as Exhibit A, are adopted and approved and the Secretary of the Corporation is directed to insert a certified copy of the same in the minute book of the Corporation.

3. **Bylaws.**

The Amended & Restated Bylaws of the Corporation as dated April 16, 2010, a copy of which is attached as Exhibit B, is adopted and approved and the Secretary of the Corporation is directed to insert a copy of the same in the minute book of the Corporation.

4. **Directors.**

The following persons are hereby elected to serve as directors of the Corporation in accordance with the Articles of Incorporation, Bylaws and Shareholders of the Corporation until the next annual meeting of the shareholders of the Corporation or until their successors are duly elected and qualified:

<u>Name</u>
Louie P. Hicks II - Chairperson
Hartley D. Blaha – At-Large and BTM VENTURES, LLC designee
J Stephen Hufford – At-Large

5. **General Authority of Officers.**

The appropriate officers of the Corporation are hereby authorized and directed to take all steps and do all acts and things, including the execution and delivery of documents, as are or may be necessary or appropriate to effectuate the purposes and intents of the foregoing resolutions.

6. **Miscellaneous.**

This Written Consent may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same Written Consent. A facsimile copy of this Written Consent shall be deemed an original and any person may rely upon a facsimile copy of this Written Consent in determining the validity of the actions taken by the directors of the Corporation hereunder.

The Secretary of the Corporation is hereby authorized and directed to place the original copy of this Written Consent in the minute book of the Corporation. Dated effective as the 16th day of April, 2010.

CHAIRPERSON DIRECTOR: Louie P. Hicks II

By: Louie P. Hicks II

AT-LARGE DIRECTOR: J Stephen Hufford

By: J Stephen Hufford

AT-LARGE DIRECTOR: Hartley D. Blaha

By: Hartley D. Blaha

SHAREHOLDERS:

<u>J Stephen Hufford</u> J Stephen Hufford 2880 Vinings Way, SE Atlanta, GA 30339	<u>Peter M. Muller</u> Peter M. Muller 999 Mantissa St NW Atlanta, GA 30318
<u>Jackson Houk</u> w Jackson Houk 2167 W Wesley Rd NW Atlanta, GA 30327	<u>Laurence E. Sanders</u> Laurence E. Sanders 15840 Milton Point Milton, GA 30004
<u>Charles R. Trippe</u> Charles R. Trippe 5222 Dawn Dr Acworth, GA 30101	<u>David J. Kassens</u> David J. Kassens 264 Grand Manor Dr Marietta, GA 30068
<u>Louie P. Hicks II</u> Louie P. Hicks II 3088 Marne Drive Atlanta, GA 30305	<u>Raymond M. Johnson</u> Raymond M. Johnson 710 Windwalk Dr Roswell, GA 30076
<u>Randall W. Salisbury</u> Randall W. Salisbury 3799 Vermont Rd NE Atlanta, GA 30319	<u>Hartley D. Blaha</u> BTM VENTURES, LLC By: <u>Hartley D. Blaha</u> Hartley D. Blaha, President and CEO
<u>Michael Edmeades</u> Michael Edmeades 1697 Noble Dr NE Atlanta, GA 30306	