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MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
TOUCHDOWN DISTRIBUTING, INC.
A California Corporation

A special meeting of the board of directors of TOUCHDOWN DISTRIBUTING, INC., a California corporation, was held at the Inn at Scott and White, Temple, Texas on September 19, 1994.

The minutes of the two previous meetings were signed by directors TOLVER, DORSETT and BROWN.

The directors of this corporation, HAROLD K. BROWN, GREGORY D. TOLVER AND ANTHONY DORSETT, were present.

GREGORY D. TOLVER presided as chairman and HAROLD K. BROWN presided as secretary of the meeting.

The Chairman called the meeting to order and upon motion duly made, seconded and unamiously carried, it was resolved that by signature of these minutes, notice of the time and place of this meeting would be waived.

DIRECTOR BROWN addressed that the promissory note of $4,000 state(s) the name of the payee to be the BLACK ECONOMIC DEVELOPMENT TASK FORCE (BEDTF). The payee is actually RICHARD FRIEDLAND and not the BEDTF. Upon motion duly made, seconded and carried unamiously, the following resolution was adopted:

Resolved that in the promissory note dated June 1, 1994 in the amount of $4,000, the name RICHARD FRIEDLAND should be substituted for BEDTF.

The president then addressed the assessment of the status of TOUCHDOWN DISTRIBUTING, INC. and the problems that recently surfaced. Directors DORSETT AND BROWN enumerated a number of problems caused by president TOLVER who made commitments to people or who was interpreted as making commitments or representations to people which were unauthorized by the board of directors of the corporation. A lengthy discussion ensued with directors DORSETT and BROWN enumerating a number of incidences where companies and persons have informed them that the president had committed the corporation to financial obligations that the president was not authorized to make. These companies include American Water Co., Jaazz Productions and Westbrooks and Associates. Individuals included Roscoe Harrison and Robert Logan. The discussion concluded with the president apologizing for any mistakes he might have made and offering an explanation that some of the information given to DORSETT AND BROWN was not accurate, and explaining why he took the actions he was being accused of. TOLVER then offered to resign the office of

president. Upon motion duly made, seconded and carried, the following motion was adopted:

Resolved, that GREGORY D. TOLVER'S resignation as president of TOUCHDOWN DISTRIBUTING, INC. be accepted, and that ANTHONY DORSETT be elected as president of TOUCHDOWN DISTRIBUTING, INC. and that HAROLD K. BROWN be elected as chairman of the board.

Harold K. Brown presided as chairman during the remainder of the meeting.

The chairman then addressed the issue of GREGORY TOLVER'S role with corporation. Upon motion duly made, seconded and carried unamiously, the following resolution was adopted.

Resolved that GREGORY TOLVER only work in the area of sales and that he not be an officer of the corporation, and further that he not be authorized to speak for the corporation in any way unless he receives authorization from directors DORSETT and BROWN.

The chairman next addressed the subject of planning strategy to address the problems facing the corporation that were discussed earlier. Upon motion duly made, seconded and carried unamiously, the following resolutions were adopted.

Resolved, that the checking account opened by GREGORY TOLVER and O.J. WEBB of American Water Co. at First National Bank in Temple, Texas be cancelled and the money be returned to O.J. WEBB and TOUCHDOWN'S agreement with American Water be cancelled immediately.

Resolved, that GREGORY TOLVER write letters to JAAZZ, PRODUCTIONS and AMERICAN WATER CO. to address all the claims made by them. Letters are to be written and mailed on September 2, 1994.

Resolved that GREGORY TOLVER will submit a sales plan to the president and that all travel must be approved by the president.

Resolved, that TOUCHDOWN PRODUCTS will open an office in Dallas, Texas.

Resolved, that TOUCHDOWN DISTRIBUTING will explore the idea of establishing a bottling water facility in Central Texas.

Resolved, that the corporation will seek investors to raise capital through the sale of the corporation's stock.

Resolved, that ANTHONY DORSETT will meet with Mr. Drayton McLane to solicit McLane as an investor in TOUCHDOWN DISTRIBUTING.

Resolved that the proceeds from the first shipment of water to Diamond Shamrock stores be used to pay off the debt incurred thus far in the development of TOUCHDOWN DISTRIBUTING.

Harold K. Brown, Secretary

The undersigned, constituting the members of the board of directors, hereby give their consent to and approve of the foregoing actions and resolutions as of this 6th day of July, 1994.

Harold K. Brown

Anthony Dorsett

Gregory D. Tolver