

**MINUTES OF SPECIAL MEETING OF THE
SHAREHOLDER
OF
AmeriTrust Groupe, Inc.**

Pursuant to waiver of written notice of a meeting of the shareholder of AmeriTrust Groupe, Inc., a Commonwealth of Virginia Corporation, a meeting of the shareholder was held this ____ day of March, 2008 and the following Resolutions were suggested, discussed and adopted:

BE IT RESOLVED, that it has been brought to the attention of the undersigned, that confidential trade secrets and business operating plans have been disclosed to outside third parties in violation of normal and generally accepted fiduciary responsibilities owed to the Corporation; and

BE IT RESOLVED, that it has been brought to the attention of the Corporation that MICHAEL C. COTTRELL, M. S. has upon best information and belief negligently and with malicious self motivated intent disclosed confidential and private information belonging to the Corporation to non-corporate parties as referenced hereinabove and hereinafter; and

BE IT RESOLVED, that upon best information and belief MICHAEL C. COTTRELL, M. S. with total disregard for the proprietary business interests of the Corporation has violated his fiduciary and legal obligations owed to the Corporation as required by the applicable provisions of the Model Business Corporation Act and which disclosures most probably constitute a violation by MICHAEL C. COTTRELL, M. S. of H.R. 3723 signed by the President of the United States on October 11, 1996; and

BE IT RESOLVED, that prior hereto the Corporation and/or (as the case may be) the sole and exclusive shareholder of the Corporation may have entertained the possibility of further and additional business dealing cooperation with MICHAEL C. COTTRELL, M. S. and/or as the case may be business cooperation with one or more business operating entities in which MICHAEL C. COTTRELL, M. S. may have a direct, indirect, fiduciary, legal and/or equitable business participation interest; and

BE IT RESOLVED, that premised on a violation by MICHAEL C. COTTRELL, M. S. of H.R. 3723 and a lack of delivery of meaningful valuable consideration for any oral and/or written representations to confirm any business dealing cooperation with MICHAEL C. COTTRELL, M. S. and/or as the case may be with one or more business operating entities in which MICHAEL C. COTTRELL, M. S. may have a direct, indirect, fiduciary, legal and/or equitable business participation interest the same whether written and/or oral are hereby declared of no value, negated and made null and void; and

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BE IT RESOLVED, that it has been brought to the attention of the undersigned that MICHAEL C. COTTRELL, M. S. has communicated to third parties that MICHAEL C. COTTRELL, M. S. has been removed from participation in the business of the Corporation, either as an Officer and/or Director, by the undersigned; and

BE IT RESOLVED, that it has been brought to the attention of the undersigned that MICHAEL C. COTTRELL, M. S. has communicated to third parties that MICHAEL C. COTTRELL, M. S. is not willing to go forward in the business of the Corporation unless the operation of the corporation includes operating procedures suggested by MICHAEL C. COTTRELL, M. S.; and

BE IT RESOLVED, that it has been brought to the attention of the undersigned that MICHAEL C. COTTRELL, M. S. has communicated to third parties that MICHAEL C. COTTRELL, M. S. is of the opinion that the undersigned, in either a individual and/or corporate capacity is participating in the commission of one or more crimes and that unless the Corporation is operated as directed by MICHAEL C. COTTRELL, M. S. the objective of the Corporation will fail; and

BE IT RESOLVED, that the undersigned rejects the opinions and requirements of MICHAEL C. COTTRELL, M. S. for the operation and operating plan of the Corporation and therefore accepts the resignation and/or termination of the participation of MICHAEL C. COTTRELL, M. S. in the business of the Corporation as may be interpreted either in law and/or equity; and

BE IT RESOLVED, that the undersigned hereby directs that the Officers and Directors of the Corporation take all such official actions as may be required to notify all outside parties including banks, financial houses, securities dealers, government agencies, government officials (foreign and domestic) that MICHAEL C. COTTRELL, M. S. has no right, authority and/or fiduciary capacity to conduct any form of business either in law and/or equity on behalf of the Corporation and/or on behalf of any Officer, Director and/ or Shareholder of the Corporation; and

BE IT RESOLVED, that MICHAEL C. COTTRELL, M. S. is hereby removed as a DIRECTOR of the Corporation and the newly constituted Directors are instructed to remove MICHAEL C. COTTRELL, M. S. as an OFFICER of the Corporation, effective the 23RD day of March, 2008.

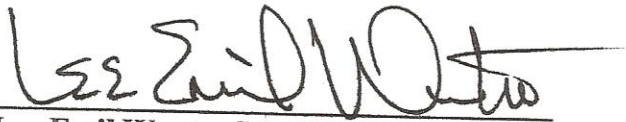
NOW THEREFORE, upon consideration of the above set forth Resolutions and after diligent investigation and evaluation of pertinent information the undersigned HEREBY adopts the above set forth Resolutions as official acts of the Corporation and order that the same become permanently affixed in the official record book of the Corporation.

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IT IS THEREFORE FURTHER, adopted and ordered that the Directors, Officers and legal representatives of the Corporation take such other and further action for and on behalf of the Corporation deemed appropriate and/or necessary to assure that the full extent and intent of the adopted Resolutions be fully endorsed and implemented, as may be required and needed to protect the interests of the Corporation and assure that MICHAEL C. COTTRELL, M. S. cease and desist from continuing now and into the future that he is associated with the Corporation either in law and/or in equity.

SO ADOPTED AND APPROVED BY THE UNDERSIGNED THIS 23rd DAY OF MARCH, 2008.



Lee Emil Wanta, Sole and Exclusive
Shareholder.

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