

MODERN WARRIOR, INC.
CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF ANNUAL MEETING

MODERN WARRIOR, INC.

The undersigned, being members of the Board of Directors of MODERN WARRIOR, INC. A New York corporation, hereby adopt the following resolutions:

RESOLVED, that the following person, Tanya Negrón, is hereby appointed to the office of Secretary set forth opposite their respective name to serve until the next Annual meeting of the Board of Directors and until their successors are elected and qualified.

WHEREAS, neither Elizabeth Kennedy nor her proxy were in attendance at the meeting and were duly notified in accordance with the Corporation's By-Laws.

WHEREAS, Elizabeth Kennedy, in her capacity as Vice president, has not fulfilled her responsibilities adequately since October 2006.

WHEREAS, Elizabeth Kennedy, has acted in a manner which is harmful to the financial standing and reputation of the Corporation.

WHEREAS, As of February 9, 2007, Elizabeth Kennedy, has abandoned her position as Corporate Vice president, without notice and has refused to cooperate in any manner which would lead to a smooth transition of another qualified successor; be it:

RESOLVED, that Elizabeth Kennedy, be removed in her capacity as Vice President of the Corporation as of June 27, 2007.

WHEREAS, Elizabeth Kennedy, in her capacity as Vice president, has not fulfilled her responsibilities adequately since October 2006.

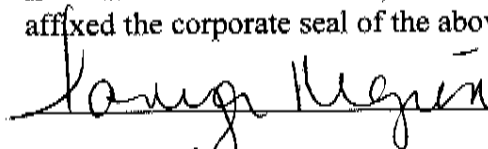
WHEREAS, Elizabeth Kennedy, has acted in a manner which is harmful to the financial standing and reputation of the Corporation.

WHEREAS, As of February 9, 2007, Elizabeth Kennedy, has abandoned her position as Corporate Vice president, without notice and has refused to cooperate in any manner which would lead to a smooth transition of another qualified successor, causing substantial financial harm to the Corporation; be it:

RESOLVED, that the Corporation is hereby authorized to pursue litigation for damages against Elizabeth Kennedy for breach of fiduciary duty of care and loyalty to the Corporation and other corporate misconduct. The Corporation is to retain legal counsel for the purpose of pursuing said litigation.


The undersigned hereby certifies that she is the duly elected and qualified Secretary and the custodian of the books and records and seal of MODERN WARRIOR, INC., a corporation duly formed pursuant to the laws of the state of New York and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on MODERN WARRIOR, INC., and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th day of June, 2007.

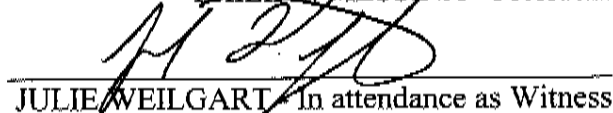


Tanya Negrón - Secretary

Dated: June 27, 2007



PHILIP J. MESSINA - President



JULIE WEILGART - In attendance as Witness