

**CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF THE MEMBERS OF
QUINN THOMAS PUBLIC AFFAIRS LLC**

In lieu of the Organizational Meeting of the Members of Quinn Thomas Public Affairs LLC, an Oregon limited liability company (the "Company"), the undersigned, being all of the Members of the Company, unanimously agree to the following resolutions:

APPROVAL OF ARTICLES OF ORGANIZATION

RESOLVED, that the Members have reviewed and hereby ratify the Articles of Organization that were filed with the Oregon Secretary of State's office on January 6, 2009; and

RESOLVED FURTHER, that the Manager of the Company is hereby instructed to insert a true copy of the Articles of Organization, stamped with the date of filing, in the minute book for the Company.

AUTHORIZATION FOR OPENING BANK ACCOUNT

RESOLVED, that the Members of the Company shall be, and are, authorized to open a bank account or accounts at a federally insured state or federally chartered bank and any one or more of its branches in the name of, and on behalf of, the Company, for the deposit of funds belonging to the Company; and

RESOLVED FURTHER, that the persons shown below are authorized to sign on behalf of the Company as described in the preceding resolution:

Name	Title
Douglas Quinn Badger	Co-Manager
Patrick Thomas	Co-Manager

RESOLVED FURTHER, that the Members adopt the form of resolutions of that Bank (as completed) which appear in the Certification, which is hereby ordered to be inserted in the appropriate place in the Minute Book of the Company.

AUTHORIZATION TO EXECUTE DOCUMENTS

RESOLVED, that all contracts and agreements of this Company, including, but not limited to, accounts payable,

promissory notes, drafts and other negotiable instruments, trust deeds, mortgages, deeds, leases, and all other documents and instruments, shall be executed, entered into, or signed on behalf of the Company by the Manager; however, in the event of the death, disability, incapacity or temporary unavailability of a Co-Manager, the other Co-Manager may execute, enter into, or sign, such documents on behalf of the Company.

APPROVAL OF MEMBERS' CONTRIBUTIONS

RESOLVED, that the Company has received from each of the members an offer to purchase a 50% ownership interest in the Company for \$3,000; and

RESOLVED FURTHER, that the Company accepts the offers to purchase by said individuals; and

RESOLVED FURTHER, that the offers to purchase the ownership interests above-described are fair and reasonable, and should be, and are, accepted and approved; and

RESOLVED FURTHER, that the Co-Managers of the Company shall be, and hereby are, authorized, empowered, and directed to take all other steps necessary or advisable to effectuate fully that issuance of ownership interests in the Company.

ADOPTION OF FISCAL YEAR

RESOLVED, that the fiscal year of the Company shall begin on January 1 of each year and end on December 31 of each year; except that the first fiscal year shall begin January 6, 2009.

AUTHORIZATION FOR QUALIFICATION

RESOLVED, that for the purpose of authorizing the Company to do business in any state, district, territory, or dependency of the United States or any province of Canada, or any foreign country in which it is necessary or expedient for the Company to transact business, the appropriate officers of the Company (or any of them) shall be, and are, authorized and empowered to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, and to make, execute, acknowledge (where necessary), and file all necessary applications, certificates, reports, powers of attorney, and other documents or instruments as may be required by the laws of that jurisdiction to authorize the Company to transact business therein.

and, whenever it is expedient for the Company to cease doing business therein and withdraw therefrom, to revoke any appointment of an agent or attorney for service of process, and to make, execute, acknowledge (when necessary), and file those applications, certificates, reports, revocations of appointment, surrenders of authority, or other documents or instruments as may be necessary or appropriate to terminate the authority of the Company to do business in any such state, district, territory, dependency, province, or country.

**APPROVAL OF LIABILITY INSURANCE
AND RISK MANAGEMENT PROGRAM**

RESOLVED, that the Members of the Company shall retain an insurance agent and/or insurance broker knowledgeable in risk management, to adopt a comprehensive liability insurance program and to develop risk management procedures for the protection of the Company.

PRE-ORGANIZATION EXPENSES AND PAYMENTS

RESOLVED, that certain expenses and payments for capital assets have been incurred in the formation of this Company and the Company will pay said expenses and reimburse the member who has paid any such expenses and payments from his own funds; and

RESOLVED FURTHER, that the Co-Managers be directed to pay the expenses incurred in the organization of this Company, including reimbursing Members who have paid any such expenses.

COMMENCEMENT OF BUSINESS

RESOLVED, that this Company commenced business and all related activities on January 6, 2009.

FURTHER AUTHORIZATION FOR ORGANIZATION

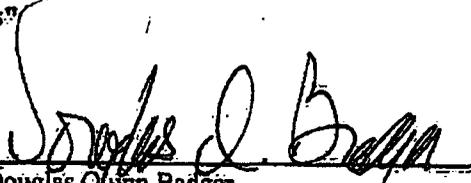
RESOLVED, that the Co-Managers of the Company shall be, and are, authorized, empowered, and directed to take all necessary or appropriate actions, including the expenditure of funds, to fully and expeditiously complete the organization of the Company.

The Members of Quinn Thomas Public Affairs, LLC, by signing this Consent, waive notice of the time, place, and purpose of the Organizational Meeting of the Members and agree to

the transaction of the business of the Organizational Meeting by unanimous written consent of the Members in lieu of that meeting.

These actions and resolutions are effective January 6, 2009.

"MEMBERS"



Douglas Quinn Badger



Patrick Thomas