ACTION BY WRITTEN CONSENT
OF THE INCORPORATOR
OF
WXYZ, Inc.
a Colorado Corporation,
September 22, 2011

The undersigned, acting as the incorporator of WXYZ, Inc., a Colorado corporation (the "Corporation"), does hereby approve and adopt the following resolutions by this written consent (this "Written Consent") pursuant to the laws of the state of Colorado, which shall be effective upon the commencement of the Corporation's existence.

The Board of Directors of the Corporation shall consist of two (2) director(s). Each person named below is hereby elected to serve as a director of the Corporation until such time as his or her successor is duly elected and qualified.

John Doe
Jane Doe

The officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

The undersigned, the incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective immediately following his or her execution of this Written Consent below.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, executes this Written Consent as of the date set forth above.

LegalZoom.com, Inc,
Incorporator

_____

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ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING OF THE BOARD OF DIRECTORS
OF
WXYZ, Inc.,
a Colorado Corporation

The undersigned, constituting all of the members of WXYZ, Inc. the board of directors (the "Board") of WXYZ, Inc., a Colorado corporation (the "Corporation"), in lieu of holding a meeting of the Board, do hereby approve and adopt the following resolutions by this unanimous written consent ("Written Consent") pursuant to the laws of the state of Colorado.

Adoption of Bylaws

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation ("Bylaws") and amend, restate, and supersede the Corporation's prior existing bylaws, if any, in their entirety.

Stock Issuance

RESOLVED, that the Corporation is hereby authorized to issue and sell shares of common stock of the Corporation, $0.01 par value (the "Shares"), to each person named below in exchange for the indicated capital contribution listed below.

Name of Shareholder	Number of Shares	Capital Contribution ($)
John Doe	500	$1,000.00 (Cash)
Jane Doe	500	$1,000.00 (Cash)

FURTHER RESOLVED, that the consideration to be received for the above-mentioned Shares is adequate and approved, and that, upon receipt of such contribution and final copies of all appropriate documentation required by Corporation, the officers of the Corporation are hereby authorized to execute and deliver to each person named above a certificate representing the number of Shares set forth above, and such Shares shall be validly issued, fully paid and non-assessable common stock of the Corporation.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their respective names until their respective successors are duly elected and qualified or their earlier resignation or removal:

President: Ann Smith
Treasurer: Bob Smith
Secretary: Charles Smith

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Corporate Documents and Proceedings

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books which may be required by the laws of Colorado or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to maintain a minute book containing the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct.

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and instructed to insert a copy of the Articles of Incorporation of the Corporation as filed in the office of the Colorado Secretary of State and certified by said Secretary of State and a copy of the Bylaws, as each such document is amended from time to time, in the minute book of the Corporation.

FURTHER RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and Colorado within the inner circle.

FURTHER RESOLVED, that the form of stock certificate has been presented to the Board for review and is hereby approved and adopted as the form stock certificate of the Corporation and the Secretary is directed to insert a specimen of such stock certificate in the minute book of the Corporation.

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to insert a copy of the Bylaws as amended from time to time in the minute book of the Corporation and to see that a copy is kept at the principal executive office for the transaction of business of the Corporation.

FURTHER RESOLVED, that all actions taken by the Corporation's incorporator LegalZoom.com, Inc. and/or its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

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Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall be located at 100 Main Street, Denver, CO 80201.

Bank Account

RESOLVED, that the officers of the Corporation are hereby authorized to establish an account in the name of the Corporation with any federally insured depository institution and complete, execute and deliver any and all documents as may be reasonably required by any such depository institution to establish any such account including, but not limited to, standard signature card and/or form banking resolutions.

RESOLVED FURTHER, that standard form resolutions as may be reasonably required by any such depository institution to be adopted by this Board in connection with the establishment of such account are hereby deemed adopted as resolutions of this Board pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, as to which the Secretary may certify and that any depository institution that receives a copy of these resolutions from the Corporation that is certified by the Secretary is entitled to rely thereon for all purposes to establish appropriate accounts in Corporation's name until such depository institution is otherwise notified by Corporation.

Qualification to do Business

RESOLVED, that for the purpose of authorizing the Corporation to do business under the laws of any state, territory or possession of the United States or of any foreign country in which it is necessary or convenient for the Corporation to transact business, the officers of the Corporation are hereby authorized in the name and on behalf of the Corporation to take such action as may be necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in any of such states, territories, possessions or foreign countries and in connection therewith to appoint and substitute all necessary agents or attorneys for service of process, to designate or change the location of all necessary statutory offices, and to execute, acknowledge, verify, deliver, file or cause to be published any necessary applications, papers, certificates, reports, consents to service of process, powers of attorney and other instruments as may be required by any of such laws, and, whenever it is expedient for the Corporation to cease doing business and withdraw from any such state, territory, possession or foreign country, to revoke any appointment of agent or attorney for service of process and to file such applications, papers, certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, possession or foreign country.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted

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by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses arising out of the incorporation and formation of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process

RESOLVED, that David Smith, 100 Main Street, Denver, CO 80201 shall be appointed the Corporation's agent for service of process.

General Authorization

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to make all other arrangements and to take all further action, including the payment of expenditures and the preparation of officer's certificates or any other documents, as the officer deems necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, execute(s) this Written Consent as of the date set forth below.

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IN WITNESS WHEREOF, this consent has been executed as of the date below.

Date:_____

_____
John Doe

_____
Jane Doe

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