

**JOINT MINUTES AND RESOLUTION
OF
THE MEMBERS & MANAGERS
OF**

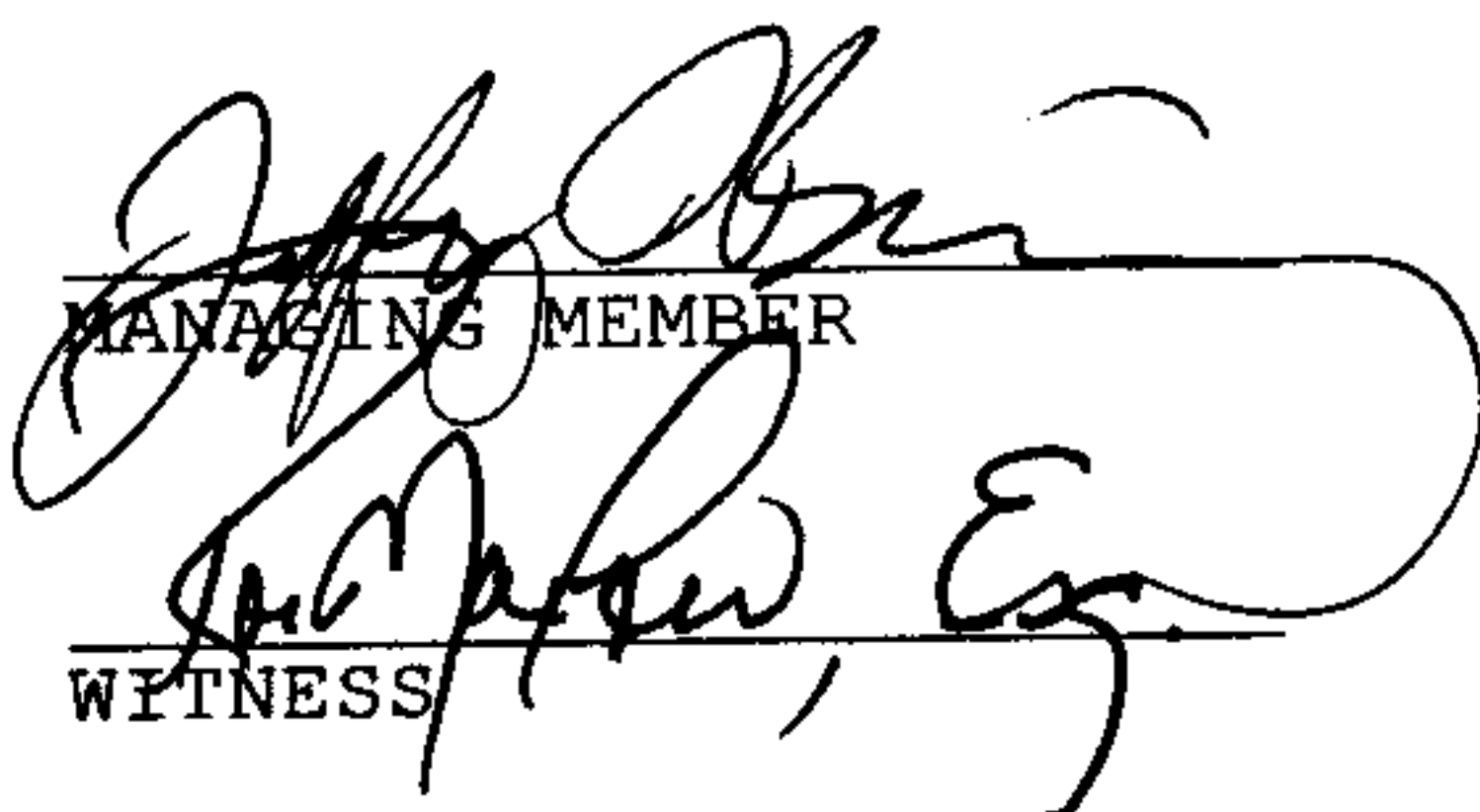
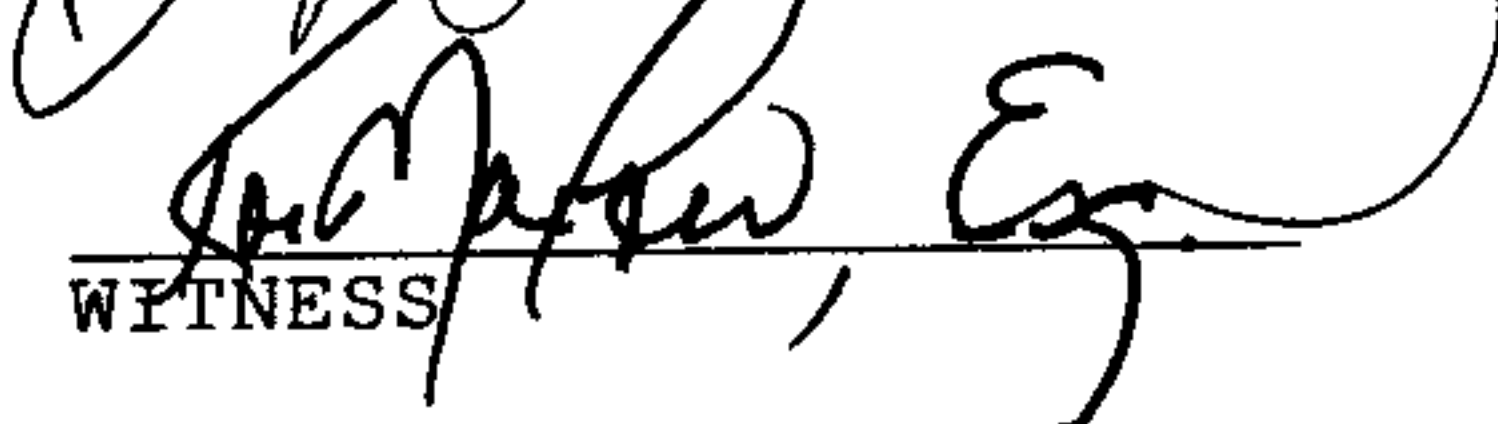
**NEW ADVENTURES, LLC
d/b/a Big Daddy's Sports Cafe**

The following joint meeting of the Members and Managers of Marlow & Morrison, L.L.C. was held on the 31th day of October, 2001, at app. 12:00 p.m. at Pelham, Al. 35124.

Those present at the meeting were: Ron D. Marlow, (previous registered agent for New Adventures, LLC and personal attorney for Jeffrey P. Browning), Official Officers of New Adventures, LLC, Jeffrey P. Browning and Dewayne Wood.

Jeffrey P. Browning and Dwayne Wood initial members and managers of New Adventures, LLC, d/b/a Big Daddys Sports Cafe unanimously voted to enact the following resolution. Jeffrey P. Browning hereby transfers, assigns and/or agrees to sell for valuable consideration in the amount of \$4500.00 all of his interests in New Adventures, LLC, d/b/a Big Daddys Sports Café to Dewayne Wood. Additionally, as part of said transfer, Jeffrey P. Browning agrees to pay all, (although through protest), the remaining advertising balance to Radio Station 97.3 Rock.

There being no further business, the meeting was adjourned.


MANAGING MEMBER

WITNESS

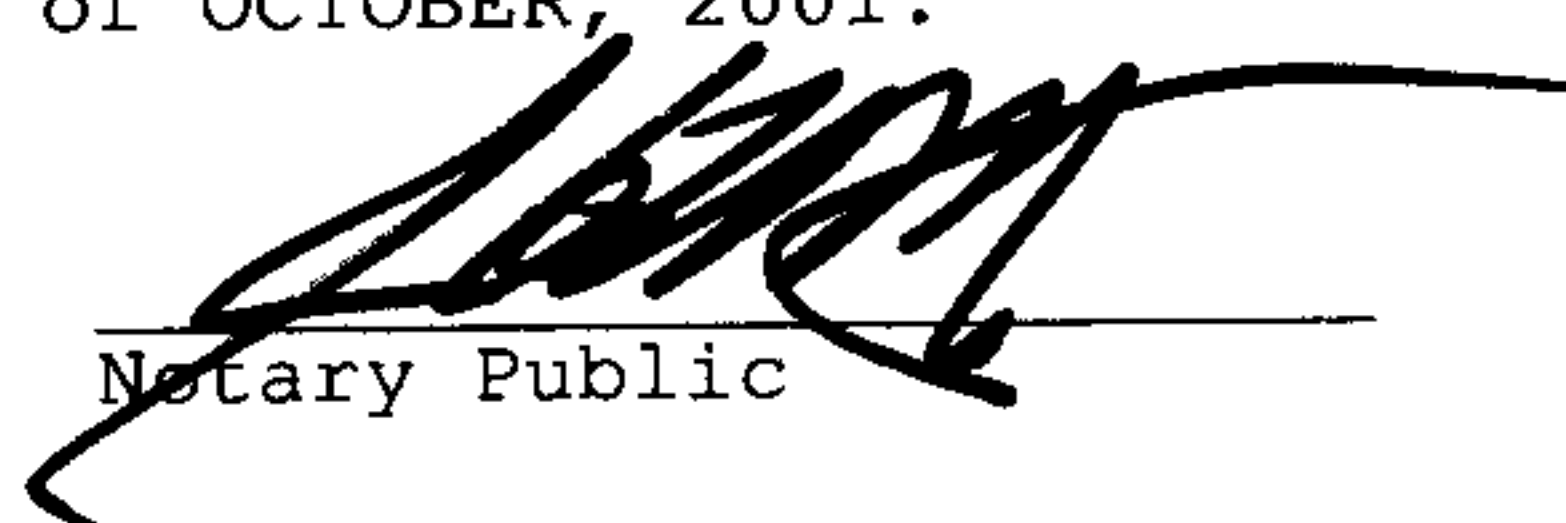

MANAGING MANAGER

State Of Alabama)
)
County Of Shelby)

ACKNOWLEDGEMNT

I, W. David Nichols , a Notary Public in said county, in said state personally appeared Jeffrey P. Browning and Dewayne Wood, whom are known to me, and acknowledged before me that the contents of the foregoing is true and correct to the best of each parties knowledge and belief.

SWORN BEFORE ME ON THIS, THE 31th of OCTOBER, 2001.


Notary Public

My commission expires: 08/08/03

Inst # 2001-47339

11/02/2001-47339
12:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 CH 15.00



Inst # 2001-47339