PRichmanMD@aol.com

From:	PRichmanMD@aol.com
Sent:	Sunday, January 22, 2006 1:47 PM
To:	janwallace@att.net
Subject:	rough BOD minutes draft
Attachments:	SDI BOD minutes 012106.doc

Jan

I could not find a good example on the web of how to appropriately format this, so I put everything down that I wrote and would ask that you give me one or two examples on this document and I will take it from there.

I did not put the amounts of compensation because I wasnt sure those belonged. I also dont recall that we voted on the reverse split of the shares. Did we?

Petey

Full Message Headers

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Received: from imo-m21.mx.aol.com ([64.12.137.2])
          by worldnet.att.net (mtiwmxc15) with ESMTP
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X-Originating-IP: [64.12.137.2]
Received: from PRichmanMD@aol.com
    by imo-m21.mx.aol.com (mail_out_v38_r6.3.) id 2.82.36ced1dc (17526)
     for <janwallace@att.net>; Sun, 22 Jan 2006 13:47:25 -0500 (EST)
From: PRichmanMD@aol.com
Message-ID: <82.36ced1dc.31052d3d@aol.com>
Date: Sun, 22 Jan 2006 13:47:25 EST
Subject: rough BOD minutes draft
To: janwallace@att.net
X-Mailer: Thunderbird - Mac OS X sub 208
X-Spam-Flag: NO
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SDI Board of Directors Meeting Saturday January 21, 2006

Present: Mr. McNevin, Mr. Kister, Dr. Richman, Ms. Wallace

Meeting called to order by Ms. Wallace at 10PM MST

Ms. Wallace discussed relocation of corporate office from Newport Beach, CA to Scottsdale, Arizona

Ms. Wallace discussed capital requirements to initiate improvements to the Cactus/Scottsdale joint venture property/building

Presentation by Dr. Richman for proposed aesthetic aftercare facility at the Cactus/Scottsdale property including executive summary and pro forma financial statements for years 1-5.

Mr. Kister discussed issues related to the establishment of a mortgage company at the Cactus/Scottsdale property. Mr. Kister to develop a business plan and pro formas for that purpose.

Ms. Wallace made motion to vote on relocation of corporate office to Cactus/Scottdale Road location in Arizona, Mr. Kister seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote on SDI providing an infusion of capital to be equal to a 1/3 equity stake in the Cactus/Scottsdale property, Mr. Kister seconded the motion, board unanimously approved Wallace abstained

Ms. Wallace made motion to vote on the approval of the sale of the Campus Building, , Mr. Kister seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote to approve the lawsuit vs. alliance title and former SDI management, Mr. Kister seconded the motion, board unanimously approved

Ms. Wallace made motion to vote to hold the annual shareholder's meeting every 12-18 months at a time approved by the board, Dr. Richman seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote to move the corporate address to Nevada (Cane Clark), Mr. McNevin seconded the motion, board unanimously approved

Ms. Wallace made motion to vote that the annual shareholder meeting be held in Nevada, Dr. Richman seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that if the tie board votes would be broken by the vote of the Chairperson, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that a board member can be asked to step down from their directorship by a majority vote of the other board members which must then be approved by shareholders, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that the staggered tenure of the board be eliminated, Dr. Richman seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote to eliminate the current process for compensation, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that Mr. Kister lead the compensation committee, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that Dr. Richman lead the audit committee, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that the CEO shall have the authority to go forth without board approval for financial transactions less than or equal to $500,000 related to SDI business, Mr. McNevin seconded the motion, board unanimously approved.

Ms. Wallace made motion to vote that the board approve her salary as CEO with incentives for outstanding performance. Dr. Richman seconded the motion, board unanimously approved.
Wallace abstained
Ms. Wallace made motion to vote that the board approve an options agreement for key employees and directors, Mr. McNevin seconded the motion, board unanimously approved.