Dickson, Kayla

From:	Dickson, Kayla
Sent:	Tuesday, August 01, 2006 2:09 PM
To:	munjit_j@sbcglobal.net; janwallace@att.net
Cc:	Doney, Scott
Subject:	
Attachments:	Corp. Dir Con to stock split 7.27.06.doc

After Munjit reviewed the issued and outstanding Series A preferred stock we have made the revisions to the Corporate Resolution. Please circulate THIS document for signature, NOT the previous one. Thank you!

Kayla Dickson

CANE CLARK LLP

3273 E. Warm Springs

Las Vegas, NV 89120

702·312·6255

702·944·7100 FAX

kdickson@caneclark.com

Full Message Headers

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Received: from mail.caneclark.com ([207.168.91.194])
          by worldnet.att.net (mtiwmxc12) with ESMTP
          id <20060801180914012000kqodoe>; Tue, 1 Aug 2006 18:09:14 +0000
X-Originating-IP: [207.168.91.194]
Received: from pluto.ad.lati.com ([10.10.2.175]) by mail.caneclark.com with
 Microsoft SMTPSVC(6.0.3790.1830); Tue, 1 Aug 2006 11:09:12 -0700
Importance: normal
Priority: normal
Subject:
Date: Tue, 1 Aug 2006 11:09:11 -0700
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X-MS-Has-Attach: yes
X-MS-TNEF-Correlator:
thread-index: Aca1lZcBn8hilDeCQfK+J4e7HQnCww==
From: "Dickson, Kayla" <KDickson@caneclark.com>
To: <munjit_j@sbcglobal.net>,
    <janwallace@att.net>
Cc: "Doney, Scott" <sdoney@caneclark.com>
Return-Path: <KDickson@caneclark.com>
X-OriginalArrivalTime: 01 Aug 2006 18:09:12.0532 (UTC)
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Status: RO
MIME-Version: 1.0
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WRITTEN CONSENT TO ACTION WITHOUT MEETING OF THE DIRECTORS OF SECURED DIVERSIFIED INVESTMENT LTD.
A NEVADA CORPORATION

The undersigned, being all of the duly appointed and acting members of the Board of Directors of Secured Diversified Investment Ltd., a Nevada corporation (the "Corporation"), do hereby consent to the adoption of, and do hereby adopt, the following resolutions with the same force and effect as if adopted at a meeting of the Board of Directors duly called and held, pursuant to Section 78.315(2) of the Nevada Revised Statutes and pursuant to the bylaws of the Corporation.

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1. Reverse Stock Split of Common Shares

WHEREAS, the Directors have determined it to be in the best interest of the Company to conduct a twenty to one (20/1) reverse stock split of the Company's authorized common stock;

WHEREAS, NRS 78.207 permits the Directors to decrease the authorized common shares pursuant to a corresponding decrease in the number of issued and outstanding common shares of the Company;

WHEREAS, the Company currently has 30,334,661 common shares issued and outstanding;

RESOLVED, that the Directors hereby affirm the decrease in the number of authorized common shares of the Company from 100,000,000 to 5,000,000 shares;

RESOLVED, that the Directors hereby correspondingly affirm a reverse split of the issued and outstanding common stock of the Company on a twenty (20) for one (1) basis. Any fractional shares created by this reverse split will be rounded up to the next whole share. Following this stock split, the number of outstanding shares of the Company's common stock will decrease from 30,334,661 shares to approximately 1,516,774 shares.

RESOLVED FURTHER, that the record date for determining shareholders entitled to participate in the reverse split shall be August 14, 2006.

RESOLVED FURTHER, that the President, and/or his designated agent, is authorized to instruct the transfer agent to issue these shares. The President is further authorized to take any action necessary to give effect to this resolution.

2. Reverse Stock Split of Series A Preferred Shares

WHEREAS, the Directors have determined it to be in the best interest of the Company to conduct a twenty to one (20/1) reverse stock split of the Company's authorized preferred shares;

WHEREAS, NRS 78.207 permits the Directors to decrease the preferred shares pursuant to a corresponding decrease in the number of issued and outstanding preferred shares of the Company;

WHEREAS, the Company has 7,500,000 authorized of Series A preferred shares, 20,000,000 authorized of Series B preferred shares, and 22,500,000 authorized of Series C preferred shares.

WHEREAS, the Company currently has 7,234,600 of Series A preferred shares issued and outstanding, 160,861 of Series B preferred shares issued and outstanding, and no shares of Series C preferred issued and outstanding;

RESOLVED, that the Directors hereby affirm the decrease in the number of preferred shares of the Company from 50,000,000 to 2,500,000 shares;

RESOLVED, that the Directors hereby correspondingly affirm a reverse split of the issued and outstanding preferred stock of the Company on a twenty (20) for one (1) basis. Any fractional shares created by this reverse split will be rounded up to the next whole share. Following this stock split, the number of outstanding shares of the Company's preferred stock will decrease from 7,395,461 shares to approximately 369,774 shares;

RESOLVED, the that Directors hereby affirm the number of outstanding shares of the Company's Series A preferred stock from 7,234,600 to 361,730, and Series B preferred stock from 160,861 to approximately 8,044.

RESOLVED FURTHER, that the record date for determining shareholders entitled to participate in the reverse split shall be August 14, 2006.

RESOLVED FURTHER, that the President, and/or his designated agent, is authorized to instruct the transfer agent to issue these shares. The President is further authorized to take any action necessary to give effect to this resolution.

3. Authorization of Corporate Actions

RESOLVED THAT each officer of the Corporation is hereby authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions and any of the transactions contemplated thereby.

All actions heretofore taken by any director or officer of the Corporation in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

The secretary and any assistant secretary of the Corporation or any other officer of the Corporation, is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion or such officer, a true copy of the foregoing resolutions.

Dated: August 1, 2006

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Secretary of the Board

Approval

The undersigned, being all the Directors of Secured Diversified Investment, Ltd. waive the required notice of meeting and consent to all actions taken hereby.

__________________________	__________________________
Jan Wallace	Jay Kister

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Peter Richmond