ACTION BY WRITTEN CONSENT OF THE STOCKHOLDERS

OF

SCREENPLAY LABS, INC.

Pursuant to Section 228 of the Delaware General Corporation Law and the Bylaws of ScreenPlay Labs, Inc., a Delaware corporation (the “**Company**”), the undersigned stockholders of the Company hereby take the following actions and adopt the following resolutions by written consent.

*Adoption of 201\_\_ Equity Incentive Plan*

**RESOLVED:** That the 201\_\_ Equity Incentive Plan (the “**Plan**”), substantially in the form attached as **Exhibit A**, is adopted and approved.

**RESOLVED FURTHER:** That a total of 2,500,000 shares of the Company’s Common Stock is reserved for sale and issuance under the Plan, and that the sale and issuance of such shares in accordance with the Plan are authorized and approved.

*Approval of Indemnification Agreements*

**WHEREAS:** The Board of Directors of the Company adopted a form of Indemnification Agreement, attached as **Exhibit B** (the “**Indemnification Agreement**”), to be entered into by and between the Company and each current and future director and executive officer of the Company.

**RESOLVED:** That the form of Indemnification Agreement is ratified and approved.

**RESOLVED FURTHER:** That the Company is authorized and empowered to enter into, and to perform its obligations under, an Indemnification Agreement (with such changes, additions or deletions thereto as the officer executing the same on behalf of the Company shall approve with the advice of legal counsel) with (i) each of the Company’s current directors and executive officers and (ii) each person elected or appointed as a director or executive officer of the Company in the future.

*Omnibus Resolutions*

**RESOLVED:** That the directors of the Company are authorized and empowered to take any and all such further action as may be deemed necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted.

**RESOLVED FURTHER:** That the officers of the Company be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and approval thereof.

**RESOLVED FURTHER:** That any and all actions taken by the directors and officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

(*signature page follows*)

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company’s stockholders. By executing this action by written consent, the undersigned stockholder is giving written consent with respect to all shares of the Company’s capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Mark Vrieling

Date:

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company’s stockholders. By executing this action by written consent, the undersigned stockholder is giving written consent with respect to all shares of the Company’s capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Greg Snyder

Date:

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company’s stockholders. By executing this action by written consent, the undersigned stockholder is giving written consent with respect to all shares of the Company’s capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Michael Ziegenhagel

Date:

EXHIBIT A

201\_\_ equity incentive PLAN

EXHIBIT B

FORM OF INDEMNIFICATION AGREEMENT