

OptInRealBig.com, LLC

FILED
05 16304
2005 MAR 25 PM 3:11

Resolution Concerning Chapter 11 Filing Dated March 25, 2005
DISTRICT OF COLORADO

RESOLVED, that in the judgment of Scott Richter and Media Gold Mine, Inc., the sole members of OptInRealBig.com, LLC (the "LLC"), it is desirable and in the best interest of the LLC, its creditors, employees, and other interested parties that a petition be filed by the LLC seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

RESOLVED, that the manager of the LLC, Scott Richter ("Manager") is hereby authorized and empowered on behalf of and in the name of the LLC to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Colorado at such time as said Manager executing the same shall determine and in such form or forms as such Manager may approve;

RESOLVED, that the Manager is hereby authorized on behalf of and in the name of, the LLC to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the District of Colorado at such time as said Manager executing the same shall determine;

RESOLVED, that the Manager is hereby authorized on behalf of and in the name of the LLC to appoint and employ attorneys, accountants and other professionals as deemed necessary and appropriate by such officer or officers, and, thereafter, such officers shall report to the LLC the identity of such appointments;

RESOLVED, that the Manager is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Manager or the LLC's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11 and in that connection, to employ and retain all assistance by legal counsel, financial advisors, accountants, and other professionals, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Manager is authorized and directed on behalf of the LLC to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

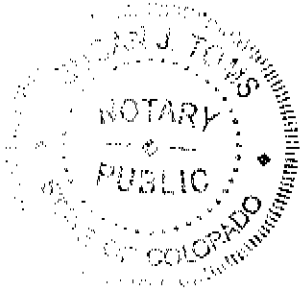
STATE OF COLORADO)
) SS.
CITY AND COUNTY OF DENVER)

Subscribed and sworn before me by Scott Richter, President of Media Gold Mine, Inc., a member of OptInRealBig.com, LLC, this 25th day of March, 2005.

Witness my hand and official seal.

Susan J. Toms
Notary Public

My commission expires: Aug. 3, 2006



OptInRealBig.com, LLC
By: *[Signature]*
Scott Richter
Its: Manager

STATE OF COLORADO)
) SS.
CITY AND COUNTY OF DENVER)

Subscribed and sworn before me by Scott Richter, Manager of OptInRealBig.com, LLC this 25th day March, 2005.

Witness my hand and official seal.

Susan J. Toms
Notary Public

My commission expires: Aug. 3, 2006

