

**Minutes of a Special Meeting of the Directors of
USA MMA KICK International Federation
October 13, 2012**

A special meeting of the Directors of USAMMA KICK International Federation, was held at 1650 Des Peres Road, Suite 300, Des Peres, MO 63131 at 3:00 p.m. C.S.T. pursuant to notice. Frank Babcock served as chair and Barrett Braun served as secretary of the meeting

Directors Present: Bob Shirmer, Ted Welch, Robert Hulett, Mike Rogers, and Frank Babcock

Also Present Were: Kevin McCarthy Promotions & Broadcast Director, and Steve Carr Internet Consultant

Directors Absent: Matt Hughes, Tommy Moore and Dr. Dave Wang were not in attendance due to the webcast not being operational. Each was updated in detail by Frank Babcock by the telephone following the meeting.

Chairman Report: Frank Babcock reviewed the agenda and welcomed everyone to the meeting. Next, Frank Babcock discussed the current status of the company and its progress. A number of questions were asked and extensive discussion ensued.

Business Development Update:

1. The board unanimously approved the name of "USA MMA Kick International Federation" to be referred to as "USA MMA KI Federation." The board further authorized the development of a website for "USA MMA KIF.ORG."
2. Anthony Medina, representing Fighters Resource, was introduced. He was unanimously approved to become a director of the organization.
3. Anthony Medina shared his experiences and plans to market USA amateur team competitions through USA MMA KI federation for international competition. He explained how this would serve as a springboard for elite amateurs to obtain recognition for future growth and a stair step to professional status.

4. Frank Babcock provided an overview of next steps for unifying the USA and marketing the progress.
5. Sponsorship development was explained by Frank Babcock.
6. Bob Schirmer discussed tournaments, regional and state directorships, promotional concepts, and merchandising requirements.
7. Mike Rogers provided insight on promoter requirements being addressed.
8. Ted Welch provided an overview of our new MMA insurance for promoters.
9. Robert Hullett provided an overview of the rating system developed in association with Matt Hughes, and how it will operate on the Web.

Financial Review: Ted Welch provided an update on the Company's financial plan and forecast. Ted Welch and Frank Babcock also reviewed the Company's principal financial operating metrics. Discussion ensued.

Financial Planning: The Board next discussed the timing and creation of the 2012 Operating Plan.

Closed Session: The Board next discussed a number of strategic topics. Questions were asked and answered.

Adjournment: There being no further business to come before the meeting, the meeting was duly adjourned.

Respectfully submitted,

N. Barrett Braun

Barrett Braun, Secretary