

ALLIANCE CREATIVE GROUP, INC.

UNANIMOUS WRITTEN CONSENT
of the
BOARD OF DIRECTORS

December 28, 2012

This Unanimous Written Consent of the Board of Directors of Alliance Creative Group, Inc., a Nevada corporation (the "*Corporation*") is made as of the date set forth above in accordance with the Bylaws of the Corporation. The Board of Directors of the Corporation hereby consents to the adoption of the following resolutions, which are to be filed with the Minutes of the Board of Directors:

1. **Authorization for the Amendment to Certificate of Designation for Series G Preferred Stock**

WHEREAS: The Shareholders of this Company believe that it is prudent and necessary for the Company to affect an amendment of the certificate of designation of Company's Series G Preferred Stock.

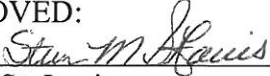
RESOLVED: The Shareholders of this Company hereby approve an amendment to the certificate of Designation for Series G Preferred Stock section "d" and "e" so that, as amended, it shall be and read as follows:

“ **Section d. CONVERSION.** Shares of Series G Preferred Stock may be converted at any time into twenty five (25) shares of the Corporation's Common Stock at any time.

Section e. VOTING RIGHTS. Except as otherwise provided by law, each share of the Series G Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to twenty five (25) votes. And except as provided expressly herein or as required by law, the holders of the Series G Preferred Stock shall vote together with the Common Stock shareholders and not as a separate class. So long as any shares of the Series G Preferred Stock remain outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the total number of shares of the Series G Preferred Stock than outstanding voting separately as a class, alter or change, in any material respect, the rights, preferences or privileges or the restrictions of the shares of the Series G Preferred Stock whether by amendment of the Corporation's Certificate of Designation of Preferences or otherwise. At any meeting at which the holders of the Series G preferred Stock are entitled to vote as a class pursuant to this provision, the holder of a majority of all outstanding shares of series G preferred Stock, present in person or represented by proxy, shall be necessary to constitute a quorum.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that Amendment to Certificate of Designation for Series G Preferred Stock

APPROVED:



Steven St. Louis
Director