

Mattman Specialty Vehicles
Minutes of the Board of Directors Meeting
Monday, January 30, 2006
10:00AM to 10:30AM

In Attendance:

John Mattman
Morgan Miller
Terry Noonan
Barrie Cropper
Steve Prior
Jim Tenuto
Barry Wilson
Don Cooksey
Brian Geary

It should be noted that this is the final meeting of the Board of Directors for Mattman Specialty Vehicles as a California Corporation.

1. The minutes of the December meeting were reviewed and approved as submitted
2. **In that Mattman Specialty Vehicles has undergone a reverse merger with a Nevada Corporation, it is necessary for the entire board to resign their positions concurrent with this meeting. New directors will be nominated and approved for Mattman Specialty Vehicles, a Nevada Corporation.** According all directors resigned their positions. Barry Wilson indicated that he would not stand for reelection in the new company. We thanked Barry for his service and the many contributions he made to the board and to the company.

The meeting was adjourned at approximately 10:30AM

Terrence A. Noonan
Chairman of the Board

Mattman Specialty Vehicles
Minutes of the Board of Directors Meeting
Monday, January 30, 2006
10:30AM to 12:00AM

In Attendance:

John Mattman
Morgan Miller
Terry Noonan
Barrie Cropper
Steve Prior
Jim Tenuto
Barry Wilson
Don Cooksey
Brian Geary

This is the initial meeting of the Board of Directors of Mattman Specialty Vehicles, a Nevada Corporation.

1. A slate of directors was nominated and approved. The slate is as follows:
John Mattman, Morgan Miller, Terry Noonan, Barrie Cropper, Jim Tenuto, Don Cooksey, and Brian Geary.
In addition, Steve Prior and **Ron Williams of TBeck** were nominated as advisors to the board.
The slate, including the advisors, was unanimously approved.
2. The board nominated the following as board officers and committees:
John Mattman to serves as Chairman of the Board
Terry Noonan to serve as Secretary
Morgan Miller to serve as Chairman of the Audit Committee
Don Cooksey to serve on the Audit Committee

Terry Noonan to serve on the Audit Committee.

These nominations were unanimously approved.

3. The employment agreement between John Mattman and the company
Was reviewed and unanimously approved by the board.
4. John Mattman discussed the company's organizational structure going
forward. John suggested the biggest contribution he could make
would be in the area of customer relations and major prospects. On
this basis it seemed logical to turn the operation of the company over
to Barry Cropper. The board concurred and suggested that Barry
Cropper should become, effective immediately, President and C.E.O.,
with John Mattman becoming Chairman of the Board. A motion was
made and unanimously approved by the board.
5. From a legal perspective both in California and Nevada, the board is
required to appoint corporate officers. **A motion was made and
unanimously approved to have John Mattman as Chairman, Vice
President and Secretary.** Barry Cropper will be president and
Treasurer.
6. John Mattman indicated that it would be necessary as a public
company for his personal guarantees to be released. These guarantees
include items such as the leases, credit cards, and Huntington Capital
loans. The board concurred and agreed that these obligations must be
relieved as soon as possible. Steve Prior and John Mattman will take
the steps necessary to accomplish this.
7. The bylaws of the company as now constituted in Nevada were
reviewed and approved unanimously by the board.

8. The board unanimously approved a resolution to authorize Barry Cropper and John Mattman to sign for the company.
9. The board unanimously approved a resolution to keep the GSA contract procedure the same until the contract is renewed in June of 2006.
10. The financials for the month of December and YTD had been emailed previously. A brief discussion was held concerning the results and expectations for January and February.
11. Barry Cropper conducted an operational review touching on inventory control, schedule, manning, engineering, the quoting/costing procedure, and quality. By our next board meeting Barry hope to have a full P & L by the jobs in the current schedule.
12. John Mattman reviewed the current sales picture. Edison pulled a job they had awarded the company because of protracted delivery. There appears to be a significant opportunity in Saudi Arabia that may require John to travel there in the next couple of weeks.
13. Don Cooksey suggested the board needs to have an off site meeting to consider the company's present business model. It appears that the current model may not be maximizing the company's efforts or growth. The board agreed and asked Jim Tenuto and Barry Cropper to make the necessary arrangements to have such a meeting.

The meeting was adjourned at approximately 12PM.

Terrence A. Noonan
Secretary to the Board