

**RESOLUTION BY SOLE MEMBER OF THE BOARD
OF THE BOARD OF DIRECTORS
OF
AMERICAN DIVERSIFIED HOLDINGS CORPORATION.**

The undersigned, being the sole member of the board of directors (the "Board of Directors") of American Diversified Holdings Corporation, a Nevada corporation (the "Corporation"), hereby consent, pursuant to the By-Laws of the Corporation and the business and corporate laws of the State of Nevada, to the adoption of the following resolutions set forth in **Exhibit A** attached hereto, without a meeting with the same force and effect as if said resolutions had been duly adopted at a meeting of the Board of Directors:

This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which when taken together, shall constitute one and the same Unanimous Written Consent.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent as of this 11th day of November, 2011

Members of the Board of Directors:

/s/

Ernest B. Remo
Chairman/CEO

EXHIBIT A

WHEREAS, the Board of Directors of the Corporation deem it in the best interests of the Corporation, **NOW, THEREFORE, BE IT:**

RESOLVED, appoint **Domenic Macchione as President and Chief Operating Officer of the Corporation.**

RESOLVED, that any executive officer of the Corporation be, and each of them hereby is, authorized, empowered and directed, from time to time, to take such additional action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or any other persons or entity as any such officer of the Corporation may deem necessary, appropriate or proper to implement the provisions of the foregoing resolutions and to consummate the transactions contemplated thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefore; and further

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the executive officers of the Corporation in connection with the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.