

**WRITTEN CONSENT
OF THE MAJORITY SHAREHOLDER
OF**

1ST TEXAS NATURAL GAS COMPANY, INC.

The undersigned, being the majority shareholder (the "Shareholder") of **1ST TEXAS NATURAL GAS COMPANY, INC.**, a Wyoming corporation (the "Corporation"), hereby consents to the following pursuant to Section 17-16-604 of the Wyoming Business Corporation Act:

WHEREAS, Jim Dial has resigned as the sole member of the board of directors and executive officer of the Corporation;

WHEREAS, the Shareholder has considered the necessity and desirability of electing directors to fill the vacancies created by such resignation;

WHEREAS, the Shareholder believes that it is in the best interests of the Corporation and its shareholders to appoint Phillip Kueber to serve as the director of the Corporation;

NOW, THEREFORE BE IT RESOLVED, that as of the date of this written consent, Phillip Kueber is hereby elected as director of the Corporation to service until the next annual meeting of the stockholders of the Corporation or until his successor shall have been elected; and it was

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal and otherwise, and without further vote or action by the stockholders of the Corporation, and in any such manner as such officers shall deem reasonable and prudent and in the best interests of the Corporation and its stockholders to execute such documents as are reasonably deemed necessary to implement the appointment and to give effect to the transactions addressed by this Resolution.

IN WITNESS WHEREOF, this Resolution has been duly executed and shall be deemed to be effective as of the 6th day of May, 2009.



PHILIP KUEBER