

Stratton Holdings, Inc.

650 Castro St., Suite 120-426
Mountain View, CA 94041

Board Resolution:

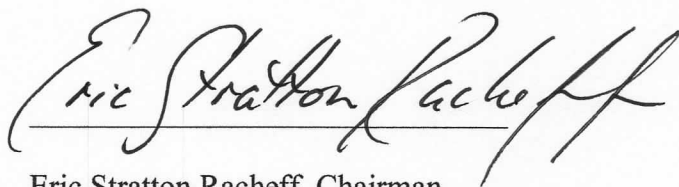
The undersigned, being members of the Board of Directors of Stratton Holdings, Inc., a Nevada Corporation, hereby takes the following actions and adopts the following on this day, the 15th of June 2010.

RESOLVED:

Upon further review of the company's share structure and previously set goals, the Board of Directors issues a freeze on the Authorized Share count at 795,000,000.

The freeze goes into effect for a minimum of one year, lasting until June of 2011. Of which at that point in time the Board can relook at the company's current position and reevaluate the need, if any, for increasing the Authorized Share count.

The Board of Directors of Stratton Holdings, Inc. hereby approves this resolution.

A handwritten signature in cursive script, reading "Eric Stratton Racheff". The signature is written in dark ink and is positioned above a horizontal line.

Eric Stratton Racheff, Chairman