

STRATTON

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:

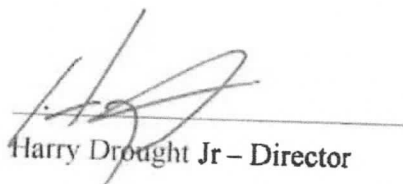
RESOLVED:

The authorization of rescinding certificate number 3701, in the amount of 54,900,000 shares of common stock to the treasury of the company. Shareholder has signed and agreed no legal ownership of the certificate and reissuance not needed.

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

In witness thereof, the undersigned have executed this action by Unanimous Written consent effective this March 8th, 2011.


Eric Stratton Racheff - CEO


Harry Drought Jr - Director

STRATTON HOLDINGS

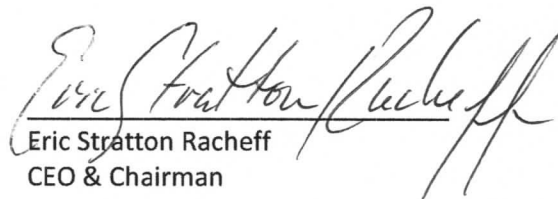
RE: Share Certificate Cancellation

March 8th, 2011

On July 15th, 2009 a certificate was issued in the amount of 54,900,000 common shares of the company's stock to a private investor. The original certificate was then lost in transit.

On February 25th, 2011 the company applied for and received a lost instrument bond and then a signed affidavit of loss from the private investor.

On March 8th, 2011 the board instructed the transfer agent, Pacific Stock Transfer, to return the company stock to Treasury.


Eric Stratton Racheff
CEO & Chairman