

Action Of Directors

Without Meeting

Redwood MedNet, Inc.

The following action by the Board of Directors of **Redwood MedNet, Inc.**, a California nonprofit public benefit corporation (the "Corporation"), is taken without a meeting as permitted under Section 5211 of the California Nonprofit Public Benefit Corporation Law, and Section 2.06 of the Corporation's Bylaws, and all members of the Corporation's Board of Directors have individually consented in writing to these actions by signing these minutes of the actions so taken.

IT IS RESOLVED, that the Conflict of Interest Policy attached as Exhibit A hereto is adopted.

These actions shall have the same force and effect as a unanimous vote of the directors when it is signed by all of the directors, and the signed minutes shall be filed with the minutes of the proceedings of the Corporation's board of directors.

<u>Date</u>	<u>Signature</u>	<u>Director</u>
<u>10/12/05</u>	<u>Gary Brooks</u>	Gary Brooks
<u>10-9-05</u>	<u>Peter Cho</u>	Peter Cho
<u>10/10/05</u>	<u>Howard Andrew Coren</u>	Howard Andrew Coren
<u>10/10/05</u>	<u>Greg Esselman</u>	Greg Esselman
<u> </u>	<u> </u>	Robert Faulk REMOVE
<u>10/9/05</u>	<u>Carl Henning</u>	Carl Henning
<u>9 OCT 2005</u>	<u>William Ross</u>	William Ross
<u>10/10/05</u>	<u>Robert Rushton</u>	Robert Rushton
<u>10-13-05</u>	<u>Marvin Trotter</u>	Marvin Trotter
<u>10/10/05</u>	<u>Jens Vinding</u>	Jens Vinding

Exhibit A

Redwood MedNet, Inc.

CONFLICT OF INTEREST POLICY

The board of directors of Redwood MedNet, Inc., a California nonprofit public benefit corporation (the "Corporation"), has adopted the following policy to assure that the affairs of the Corporation and its employees are managed in an ethical manner, free from the temptations for personal gain that conflicting desires may provide. There are no exceptions to this policy.

The Corporation expects all employees, officers and directors to exercise good judgment and use the highest ethical standards in their private activities outside the Corporation that can affect the Corporation in any way. In particular, every employee, officer and director has an obligation to avoid any activity, agreement, business investment or interest, or other situation which is in conflict with the Corporation's interests or interferes with the duty to serve the Corporation at all times to the best of the person's ability. To implement this principle and to establish clear guidelines, the following policy has been adopted.

1. No employee, officer or director shall furnish services to or seek or receive, for personal or any other person's gain, any payment, whether for services or otherwise, loan (except from a bank), gift or discount of more than nominal value, or entertainment that go beyond common courtesies usually associated with accepted business practice, from any business enterprise that is a competitor of the Corporation or has current or known prospective dealings with the Corporation as a supplier, customer, lessor or lessee, except with the prior written approval of the Board of Directors of this Corporation following complete disclosure of the facts.
2. No employee, officer or director shall for his or her personal or any other person's gain, deprive the Corporation of any opportunity for benefit that could be construed as related to any existing or reasonably anticipated future activity of the Corporation.
3. No employee, officer or director shall for his or her personal or any other person's gain, make use of or disclose confidential information learned as a result of employment by the Corporation.
4. No employee or officer shall have any outside interest that materially interferes with the time or attention the employee should devote to the Corporation.

5. No employee, officer or director shall have a direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual or business firm:
- (a) From which the Corporation purchases supplies, materials or property; or
 - (b) That renders any service to the Corporation; or
 - (c) That enters into leases or assignments to or from the Corporation; or
 - (d) To which the Corporation sells any of its products, materials, facilities or properties; or
 - (e) That has any other contractual relationship or business dealings with the Corporation;

without the prior written approval of the Board of Directors of this Corporation following a complete disclosure of the facts.

6. The financial interests mentioned above do not include interests in the capital stock of a corporation that is listed on a national stock exchange or traded over the counter, providing the financial interest is one percent (1%) or less of that corporation's outstanding capital stock.
7. If any employee, officer or director (*or a member of his or her immediate family*) has or is about to assume or enter into an interest or other outside relationship that might result in a conflict of interest, it is the responsibility of the employee, officer or director to immediately provide all pertinent information concerning the matter to the Chief Executive Officer, who shall report all such information to the Board of Directors for their review and action.

[*End of Conflict of Interest Policy*]