

# **EXHIBIT "H"**

**UNANIMOUS WRITTEN CONSENT OF ALL OF THE**  
**MEMBERS OF Z&M MEDIA, LLC.**  
**NEW JERSEY LIMITED LIABILITY COMPANY**

THE UNDERSIGNED, constituting all of the voting Members of Z&M Media, LLC, a New Jersey Limited Liability Company (the "Company"), hereby adopts the following resolutions:

WHEREAS, the Company requires additional capital to fund its magazine business venture named "Hip-Hop Weekly;"

WHEREAS, in order to raise such capital, the Members desire to amend and restate the Company's Amended & Restated Operating Agreement to require a capital call of the Members;

WHEREAS, certain Members do not have capital available to satisfy the capital call, but a Member has agreed to loan such capital to the Members who require capital and as security for such loan, the borrowing Members will pledge their membership interests in the Company totaling 15% to the lending Member;

WHEREAS, the voting members of the Company believe it to be in the best interest of the Company to take the actions described in this consent;

WHEREAS, the Company desires to memorialize its actions and the purpose of this consent is to authorize the actions for the Company in lieu of a formal meeting and vote; and

WHEREAS, the Members hereby waive any notice requirements as set forth in the Amended & Restated Operating Agreement.

**Approval of Company Second Amended & Restated LLC Agreement**

WHEREAS, the preamble above is hereby deemed incorporated into this paragraph as though set forth in full.

WHEREAS, the Members have previously reviewed that certain Second Amended & Restated Limited Liability Company Agreement of the Company whereby Section 4.7 of the Amended & Restated Operating Agreement of the Company has been amended to permit the Members to require Members to make capital contributions to the Company (the "Second A&R LLC Agreement"); and

WHEREAS, on the basis of a review of the terms and provisions of the Second A&R LLC Agreement, the Members deem it advisable for business reasons and in the best interests of the Company that the Company and any of its authorized officers be authorized and directed to execute, deliver and perform the Second A&R LLC

Agreement and to take all other actions necessary or appropriate to effectuate the terms thereof.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the form, terms and conditions and various other provisions of the Second A&R LLC Agreement are hereby authorized, ratified and approved in all respects; and

FURTHER RESOLVED, that each Member, the Company's Manager or his designee be, and each of them hereby is, authorized and directed to execute and deliver the Second A&R LLC Agreement on behalf of the Company in substantially the form of such agreement submitted to the Members, together with such amendments, modifications or other changes thereto as any such Member, the Company's Manager or his designee so signing may approve as being necessary or appropriate and in the best interests of the Company, such approval to be conclusively evidenced by the execution and delivery thereof and to take all other actions which such Member, the Company's Manager or his designee so signing shall determine to be necessary or appropriate to effectuate the terms of the Second A&R LLC Agreement.

#### Approval of Capital Call

WHEREAS, pursuant to the Second A&R LLC Agreement, all of the voting Members have agreed to a required capital contribution from each voting Member of a total amount equal of \$260,000 in order to provide additional capital for the Company; and

WHEREAS, the Members deem it advisable for business reasons and in the best interests of the Company to require such voting Members to make the required capital contributions.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that all voting Members are required to make a capital contribution equal to \$260,000 to the Company in the following manner: \$130,000 shall be contributed on or before April 6, 2007, an additional \$65,000 shall be contributed on or before May 1, 2007 and \$65,000 shall be contributed on or before June 1, 2007; and

FURTHER RESOLVED, that each Member, the Company's Manager or his designee be, and each of them hereby is, authorized and directed to take all such actions that such person may deem necessary or advisable to carry out the intent of the foregoing resolutions and the transactions contemplated thereby.

#### Enabling Resolutions

FURTHER RESOLVED, that the Manager, or his designee, is authorized (individually or together) to take all such actions, and to execute and deliver or cause to be executed and delivered, under seal of the Company or otherwise, all such documents, agreements, certificates and instruments as any such Manager or designee may deem

necessary or advisable to carry out the intent of the foregoing resolutions and the transactions contemplated thereby;

FURTHER RESOLVED, that the execution by any of the Members, the Company's Manager or his designee, of the documents authorized by the foregoing resolutions shall be the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other Member or officer of the Company or the affixing of the seal of the Company;

FURTHER RESOLVED, that any and all actions taken by any Member, the Company's Manager or his designee, which actions would have been authorized by the foregoing resolutions, except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted by the undersigned, as the acts of the Company; and

**[SIGNATURES ON FOLLOWING PAGE]**

Apr. 3. 2007:12:04PM

Matthew & Rachel Joseph

410296354 No. 4070

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Apr. 3. 2007 10:22AM

No. 4064 P. 13

FURTHER RESOLVED, that this document may be executed in counterparts, each of which shall be considered part of one and the same document, and that signatures transmitted by facsimile or other electronic means shall be treated as original signatures for the purposes of this document.

Dated: March 30, 2007.



Raymond Scott, its Member



David Mays, its Member

My Way Productions 2, Ltd.

By:

LisaRaye McCoy-Misick  
its Director.


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Dated: March 30, 2007.

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Raymond Scott, its Member

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David Mays, its Member

My Way Productions 2, Ltd.

By:   
LisaRaye McCoy-Misick  
Its Director.