



MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF IXION ENERGY, INC.

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A Special Meeting of the Board of Directors of Ixion Energy, Inc. (formerly VTL Corp) was held on August 12, 1996, at it's corporate offices located at 1735 Franklin Street, Denver, Colorado, 80218. Present at the meeting were Gary Pahl and Kevin Alfson. Present telephonically by invitation of the Board was Blake Morgan. The first order of business was the nomination of Mr. Alfson to fill the unexpired term of Mr. Mark Blacher as Treasurer. Mr. Paul indicated that numerous attempts to locate Mr. Blacher have proved futile. As a result Mr. Pahl nominated Mr. Alfson and Mr. Morgan seconded the nomination of Mr. Alfson to fill the position of Treasurer of the corporation until the next annual meeting of the Board is held. Therefore,

BE IT RESOLVED, that the Board of Directors of Ixion Energy, Inc. do hereby appoint Mr. Kevin Alfson Treasurer and director of said corporation.

The second order of business was the nomination of Mr. Morgan to fill the unexpired term of Mr. Davis as Secretary. Mr. Paul indicated that Mr. Davis could no longer assume the responsibilities of Secretary and therefore has resigned. As a result Mr. Pahl nominated Mr. Blake Morgan as Secretary. Mr. Alfson seconded the nomination of Mr. Morgan to fill the position of Secretary of the corporation until the next annual meeting of the Board is held. Therefore,

BE IT RESOLVED, that the Board of Directors of Ixion Energy, Inc. do hereby appoint Mr. Blake Morgan as Secretary and director of said corporation.

Mr. Pahl then indicated that the Company had retained Mr. Leonard Burningham, Esq. to contact American Stock Transfer and Mr. Michael Schumacher of Schumacher & Associates CPA, in order to retrieve any company records that might be in the possession of Mr. Schumacher and to negotiate any outstanding balance that is owed to Mr. Schumacher. Mr. Paul also indicated that both American Securities Transfer (AST) and Mr. Schmumacher are owed money however, the statute limiting the time on the collection of these outstanding balances has run out and it is Mr. Pahl's belief that both creditors will cooperate with Mr. Burningham. Mr. Burningham indicated that there has been communication with AST and has in fact forwarded \$1,000.00 to AST on behalf of the Company. After a brief discussion it was therefore,

FURTHER RESOLVED, that Mr. Burningham is directed to contact the above referenced creditors and settle any outstanding balance.

Mr. Burnigham also indicated that funds had been expended by Mr. Morgan, on behalf of the Company to retain Mr. Robert Wilkinson, Attorney at Law, to assist in any legal matters that the Company may encounter. Mr. Wilkinson provided some assistance but felt that Mr. Burnigham was more qualified to deal with the particular issues that the Company faces. After a brief discussion it was therefore,

FURTHER RESOLVED, that Mr. Burningham request any funds on deposit with Mr. Wilkinson be forwarded to Mr. Burningham.

Mr. Burningham then instructed Mr. Morgan to prepare the necessary documents for reinstatement with the State of Nevada and file an annual report. Mr. Burningham also

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requested Mr. Morgan obtain a new registered agent as required by Nevada statute. After a brief discussion it was therefore.

FURTHER RESOLVED, that Mr. Morgan would prepare an annual report and change of registered agent form and submit them to the Nevada Secretary of State and request a certificate of "Good Standing" from their office.

There being no further business before the Board the meeting was adjourned.

DATE

GARY PAHL (President & Director)

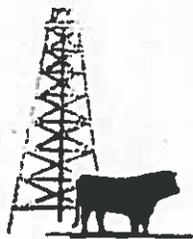
BLAKE MORGAN (Secretary & Director)

KEVIN ALFSON (Treasurer & Director)

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IXION ENERGY, INC.

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August 23, 1996

To the Board of Diectorss of IXION ENERGY and VTL INC.:

I hereby assign all right title and interest of my shares and resign from the board of directors as President of IXION ENERGY formerly called VTL INC.. I have endorsed my certificates to Al Russell.

Thank You,

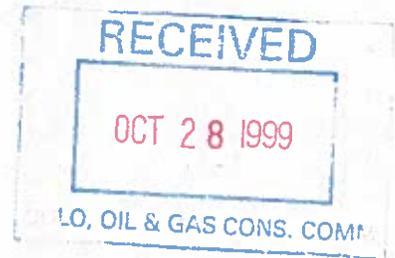
Hap Russell
759 Roberta Street
Salt Lake City, Utah 84111-3818



office (801) 355-7682
 fax (801) 533-8938
 mobile (801) 699-2997

January 27, 1997

Mr. Al Van Meer
 c/o American Securities Transfer
 1825 Lawrence Street, Suite 444
 Denver, CO 80202-1817



Re: Ixion Energy, Inc. (formerly VTL Corp.)

Dear Mr. Van Meer,

I contacted you back in October of 1996 in regards to obtaining information on Ixion Energy, Inc. herein after referred to as (the "Company"). The purpose of my request was to obtain information, from AST, concerning the company which might enable me to make a decision as to the viability of bringing the company "back to life". By "back to life" I mean to paying all outstanding bills, bring the company current on all it's required filings and the lawful removal of any assets from the balance sheet. Your letter of October 18, 1996 outlined the policy of AST in regards to this request.

I understand that a company the size of AST has to have some guidelines as to the reinstatement of a delinquent company but your letter almost makes it prohibitive to make an economic decision without first paying almost \$3,000 just to see the records which you currently possess. The current board of directors does not have any of the original organizational minutes and the minutes that impart AST the authority on all issuance for the first three years. Without these minutes it is impossible to make any determination as to what happened in the early stages of the Company. I have run into the same roadblock with the former CPA, except he won't release any records because of funds owed to him along with the fact that he would like to take control of the Company.

I do have a copy of the original appointment of Mountain States Transfer as the Company's transfer agent and their policy. I assume that AST acquired Mountain States after the above referenced contract was signed, however the contract that was signed by the original board of directors and MST is considerably different in both rates and corporate policy as it pertains to AST. If you could see fit to allow me some leeway in these regards, we both might benefit as I would pay all amounts owing to AST as well as additional transfer in the future. I would gladly pay the going rate for a current shareholders list and a copy of all minutes generated in the first three years if you allow my request. I look forward to hearing from you again.

Respectfully

Al Russell

HR/te
 enclosures

EXH.5

Hap Russell
759 Roberts Street
Salt Lake City, Utah 84111-3818



office (801) 355-7682
fax (801) 533-8938
mobile (801) 699-2991

March 21, 1997

Nevada Corporate Services
1800 East Sahara, Suite 107
Las Vegas, Nevada 89104



Re: ixion Energy, Inc.

Dear Alan Russell,

Enclosed herein are money orders for \$600.00 to bring Ixion current with the state as well as set up an account. Please contact me upon receipt. I will need a certificate of "Good Standing" for Ixion as well as Laraca International.

Sincerely,

A handwritten signature in black ink that reads "Hap Russell".

Hap Russell

HR/tc
enclosures

Exh. 6

Hap Russell
759 Roberta Street
Salt Lake City, Utah 84111-3818



office (801) 355-7682
fax (801) 533-8938
mobile (801) 699-2991

March 24, 1997

Mr. Gary Pahl
1735 Franklin Street
Denver, Colorado 80218



RE: Ixion Energy, Inc.

Dear Gary,

Enclosed are new minutes that appoint you, Kevin and a friend of mine named Blake Morgan as officers and directors. I put Blake as an officer to help expedite things as he is the Secretary and can act on behalf of the corporation. I have also enclosed copies of the annual report and the appointment of a new registered agent. We have received everything from AST and Leonard Burningham and I will contact you on Tuesday, March 25. I hope this meets with your approval as you still own over 50% of the issued and outstanding shares. However I want to have a frank discussion tomorrow pertaining to the future of Ixion.

Hap

Exh. 7



CERTIFICATE OF CHANGE OF RESIDENT AGENT AND/OR LOCATION OF REGISTERED OFFICE

(limited liability company, limited partnership, or limited liability partnership)

IXION ENERGY, Inc. (formerly VTL, Inc.)
Name of Business Entity

The change(s) below is (are) effective upon the filing of this document with the secretary of state.

Reason for Change: (check one) Change of Resident Agent Change Location of Registered Office

The former resident agent and/or location of the registered office was:

Resident Agent: _____
Street No.: _____
City: _____

The resident agent and/or location of the registered office is changed to:

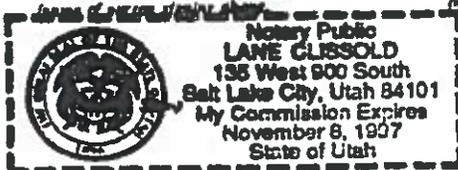
Resident Agent: _____
Street No.: _____
City: _____

NOTE: For a limited liability company, the signature of a manager or member is required; for a limited partnership, the signature of a general partner; for a limited liability partnership, the signature of a managing partner.

x Blake Morgan / Secretary
(signature)

State of Utah
County of Salt Lake

This instrument was acknowledged before me on March 24, 1997, by Blake Morgan as Sec of IXION ENERGY, INC.
(manager, partner, etc.) (name of business entity)



x Blake Morgan
(Signature of Notarial Officer)
Jane Winn

Certificate of Acceptance of Appointment by Resident Agent: I, _____ hereby accept the appointment as Resident Agent for the above-named business entity.

(Signature of Resident Agent)

(Date)

NOTE: The fee is \$15.00 for filing either a certificate of change of location of the registered office or a new designation of resident agent.

Exh. 8