

EXHIBIT A

**Oceana Holding Corporation ("OHC")
Minutes of the Annual Shareholder's Meeting
October 10, 2013**

SHAREHOLDERS PRESENT:

Diana Bronstein (Scorpio Family Trust)
Rosa Bronstein (Oceana Family Trust)
Marat Novikov

ALSO PRESENT:

Svetlana Beyn Yusifov (JAS B Family Trust)
Naum Yusifov
Igor Krol, Esq., Krol & O'Connor
Karen Cross, Esq., Krol & O'Connor

The meeting was called to order by Diana Bronstein at approximately 5:15pm in the conference room of OHC's corporate offices located at 161 Brighton 11th Street, Suite 8, Brooklyn, New York 11235.

PARTICIPATION OF THE YUSIFOVS

Mrs. Yusifov, accompanied by her husband, Naum Yusifov, was present in her capacity as Trustee of the JAS B Family Trust. Whether JAS B Family Trust ("JAS B") or one of its predecessor entities owns ten (10%) percent of OHC shares has been the subject of ongoing litigation. Although it remains to be determined which entity has legal and/or beneficial ownership of these shares, it was agreed by shareholders of record that Mrs. Yusifov should be permitted to participate in the proceedings and vote the Trust's putative ten percent (10%) share on the record in the event JAS B is determined to be a shareholder.

ELECTION OF THE BOARD OF DIRECTORS OF OHC

Diana Bronstein proposed the following slate of directors: Rosa Bronstein, Aron Bronstein and Diana Bronstein.

Shareholders Voting in Favor: Rosa Bronstein and Diana Bronstein
Shareholders Voting Against: Marat Novikov and Svetlana Yusifov

The slate was approved. The newly elected directors agreed to meet at a later date to appoint officers of the corporation.

CHANGE OF CORPORATE FORM

Diana Bronstein proposed that OHC convert from an S Corp to an LLC, the generally preferred corporate form for holding real property assets like those held by OHC.

Shareholders Voting in Favor: Rosa Bronstein, Diana Bronstein and Svetlana Yusifov
Shareholders Voting Against: Marat Novikov

The shareholders agreed to explore the possible benefits of a change in corporate form.

OTHER BUSINESS

The floor was opened to questions.

1. Ms. Yusifov discussed her desire to resolve the issues litigated between JAS B and OHC regarding the contested 10% of OHC shares. The discussion continued after the meeting officially adjourned.
2. Mr. Novikov inquired about his demand to review OHC corporate records and documents. Mr. Krol informed him that he would receive a response to his demand by October 17, 2013.

The meeting was adjourned at 5:47pm.