



April 29, 2010

Dear Shareholders:

We are writing to provide you notice of a Shareholder Consent in lieu of an Annual Meeting, which was executed on April 28, 2010. Pursuant to that Consent, the following matters were resolved:

- 1) Harry Schoell, Frankie Fruge and James Landon were appointed to the Board of Directors;
- 2) Mallah Furman P.A., of Miami, FL, was approved and retained as the company's public accounting firm of record for 2010; and
- 3) The number of authorized shares of Common Stock was reduced to 300 million (from 1 billion)

The Shareholder Consent in lieu of an Annual Meeting was conducted pursuant to Title XXXVI, Section 607.0704, of the Florida Statutes. A copy of the Consent is attached hereto.

Should you wish to obtain a copy of the Company's Annual Report for the year ended December 31, 2009, please email accounting@cyclonepower.com or call Branddi at (954) 943-8721.

Additionally, you are hereby invited to attend an informational open house to be held at the Company's facility located at 601 NE 26th Ct., Pompano Beach FL 33064, at 9:00am to 10:00am EDT on May 28, 2010. The event is open only to shareholders of the Company as of April 28, 2010, and reservations are required. Please email accounting@cyclonepower.com or call Branddi at (954) 943-8721 before May 21, 2010 to reserve your seat.

Sincerely,

A handwritten signature in black ink, appearing to read "Harry Schoell". The signature is fluid and cursive, with a prominent loop at the end.

Harry Schoell, CEO & Director

**WRITTEN CONSENT OF THE SHAREHOLDERS
OF
CYCLONE POWER TECHNOLOGIES, INC.**

The undersigned, constituting the all of the holders of the Series B Preferred Stock (the "Preferred Stock") of Cyclone Power Technologies, Inc., a Florida corporation (the "Corporation"), and as such, constituting a majority of the Corporation's Common Stock, hereby approve and adopt the following resolutions by written consent in lieu of an annual meeting of shareholders of the Corporation as of the 28th day of April, 2010, as permitted under Title XXXVI, Section 607.0704, of the Florida Statutes.

BE IT RESOLVED THAT:

The following individuals are appointed to serve on the Board of Directors of the Corporation until the next annual meeting of the shareholders, or until so earlier removed by action of the Board or special meeting of the shareholders:

Harry Schoell
Frankie Fruge
James Landon

BE IT FURTHER RESOLVED THAT:

The independent public accounting firm of Mallah Furman P.A., of Miami, Florida, is hereby approved and retained to continue as the Corporation's public accountant and auditor of record for the year 2010.

BE IT FURTHER RESOLVED THAT:

That the Corporation's Articles of Incorporation shall be amended to authorize a maximum of Three Hundred Million (300,000,000) Shares of Common Stock, which is reduced from One Billion (1,000,000,000) Shares, and the Corporation's management is hereby authorized to file Articles of Amendment reflecting this resolution with the Secretary of State of Florida.

The holders of the Preferred Stock, by virtue of the Corporation's Certificate of Designation effective as of June 30, 2007, have voting rights, when combined with their existing holdings of the Corporation's common stock, that entitle them to have an aggregate of 51% of the votes eligible to be cast by all shareholders with respect to all matters brought before a vote of the shareholders of the Corporation. As such, the aforewritten resolutions are hereby adopted and approved, and shall be filed with the minutes of the Corporation.

The undersigned have placed their signature hereto as of the 28th day of April, 2010



Harry Schoell



Frankie Fruge