

PROXY FORM

The undersigned shareholder(s) of **GLOBAL-ESTATE RESORTS, INC.** (the “**Company**”) hereby appoint _____ or in his/her absence the Chairman of the Board of Directors as proxy of the undersigned shareholder(s), and hereby direct(s) the said proxy to vote all shares on the proposed amendment of the Third Article of the Amended Articles of Incorporation, and accomplish and submit the written assent form on my/its behalf as expressly indicated below.

SUBJECT	ACTION		
	FOR	AGAINST	ABSTAIN
Amendment of the Third Article of the Amended Articles of Incorporation			

No. of Shares to be Represented

Name and Signature of Stockholder/
Authorized Signatory

Date and Place Signed

Witness:
