

Attachments

CONSENT IN LIEU OF AN ANNUAL MEETING OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
EDUARDO COSIO, P.A.

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The undersigned, constituting the sole Shareholder and the sole member of the Board of Directors of EDUARDO COSIO, P.A., a Florida corporation (the "Corporation"), waives all requirements of notice and consents to the adoption of the following resolutions without a meeting, pursuant to the bylaws and Sections 607.0704 and 607.0821 of the Laws of the State of Florida:

WHEREAS, this consent is in lieu of an annual meeting of the Shareholders and Board of Directors.

RESOLVED, that all lawful actions of the Director(s) of the Corporation taken on behalf of the Corporation in good faith since the previous annual or organizational meeting or execution of the consent in lieu thereof, are hereby approved and confirmed.

RESOLVED, that the following person shall serve as Director of the Corporation and shall continue to serve until the next annual meeting as provided in the Bylaws or until his earlier death, resignation or removal from office:

Eduardo Cosio

RESOLVED, that all lawful actions of the Officer(s) of the Corporation taken on behalf of the Corporation in good faith since the previous annual or organizational meeting or execution of the consent in lieu thereof, are hereby approved and confirmed.

RESOLVED, that the following person shall serve as Officer of the Corporation in the office indicated opposite his name and shall continue to serve until the next annual meeting or execution of the consent in lieu thereof as provided in the Bylaws or until his earlier death, resignation or removal from office:

Eduardo Cosio

President, Secretary, Treasurer

RESOLVED, that any Director and/or Officer previously elected or appointed but not listed above as a current Director and/or Officer term of office shall be deemed to have expired effective upon the date hereof.

Attachment

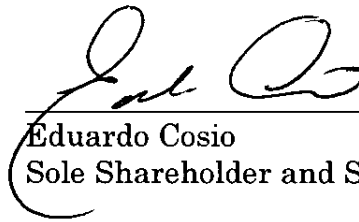
RESOLVED, that the requirement of Florida Statute 607.1620 with regard to the preparation of financial statements is hereby modified and that such statements shall be prepared at the discretion of the Officers of the Corporation.

RESOLVED, that this consent may be executed in one or more counterparts, all of which together constitute the original.

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RESOLVED, that the executed copy of this consent shall be placed with the minutes of proceedings of the Shareholders and Board of Directors.

IN WITNESS WHEREOF, the undersigned execute(s) the foregoing written consent this 6 day of MARCH, 2002.



Eduardo Cosio
Sole Shareholder and Sole Director