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HOLTON ENTERPRISES, INC. CORPORATE MINUTES

MEETING MARCH 31,2001

To Whom It May Concern;

March 31, 2001

On this date, March 31, 2001, a corporate meeting was held of Holton Enterprises, Inc. It was agreed upon that Cathy A. Holton would be hired as a Vice President, effective immediately, with the responsibilities of Director of Marketing and Sales. She will receive an annual salary of \$36,000.00, and health care insurance through the company's group policy, and any applicable bonuses. This coverage has a 90-day probation, which will commence immediately, and end June 30,2001, allowing coverage to begin July 1, 2001. Cathy Holton receives no stock in the company.

It was also agreed upon that Georgia Gonzalez, a Vice President, would no longer be employed by Holton Enterprises, Inc. effective June 30,2001. She will continue to receive agreed upon benefits until such time. She will no longer be a Vice President of this corporation or receive any compensation or benefits after June 30, 2001.

These minutes to this meeting are respectfully submitted and accepted this 31st day of March, 2001, by:

Gregory A. Holton, President