

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS

OF

TuneFind

The Board of Directors of TuneFind held its first meeting on April 7, 2001 at 7 pm.

On motion and by unanimous vote, ___ Laura Gentry ___ was elected temporary Chairperson and then presided over the meeting. ___ Teresa Level ___ was elected temporary Secretary of the meeting.

ELECTION OF DIRECTORS

The Chairperson then announced the election of directors. Upon motion, the following persons were unanimously elected to the directors:

___ Laura Elaine Gentry ___

___ Mitsuru Kido ___

___ Flora McCall ___

___ Teresa Jesus Level ___

Each director who was present accepted his or her office.
Motion made by Flora, seconded by Teresa.

ELECTION OF OFFICERS

The Chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

___ Mitsuru Kido ___ Chief Executive Officer

___ Flora McCall ___ Chief Financial Officer

___ Teresa Level ___ Executive Secretary

Each officer who was present accepted his or her office.
Motion made by Flora, seconded by Laura.

ARTICLES OF INCORPORATION

The Chairperson announced that the Articles of Incorporation and the Certificate of Amendment of Article of Incorporation of this corporation was filed with the office of the Secretary of the State California on June 29, 2000 and September 6, 2000 respectively.

BYLAWS

There was then presented to the meeting for adoption a proposed set of Bylaws of the corporation. The Bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the Bylaws presented to this meeting be and hereby are adopted as the Bylaws of the corporation.

Resolved by Flora, seconded by Mitsuru.

EXECUTIVE COMMITTEE

The Chairperson then announced to the meeting about the designation of Executive Committee for approval by the board. Upon motion duly made and seconded, it was

RESOLVED, that designation of Executive Committee presented to this meeting is hereby approved by the board.

The Chairperson then announced that the next item of business was the election of committee members. Upon motion, the following persons were unanimously elected to the committee members:

____Mitsuru Kido____

____Flora McCall____

____Teresa Level____

Motion made by Mitsuru, seconded by Laura.

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Motion made by Teresa, seconded by Flora.

Dated: ____April 7, 2001____

____Teresa Level____
TuneFind, Executive Secretary