

Saltmarsh

Saltmarsh, Cleaveland & Gund
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

July 20, 2006

Florida Institute for Human & Machine Cognition
Attn: Ronnie Armstrong
40 S Alcaniz St.
Pensacola, FL 32502-6008

RE: **Florida Institute for Human & Machine Cognition Defined Contribution Retirement Plan**

Dear Ronnie:

As we discussed, enclosed are the documents necessary to amend the plan for changes in the definitions of Compensation and the plan year:

1. Board of Directors Corporate Resolution;
2. Amendment to the Plan; and
3. Summary of Material Modifications.

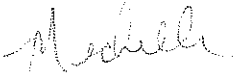
Please have all applicable parties sign and date the Resolution where indicated. This Consent Resolution should be kept in the corporate Minute Book and a copy of which should be kept with all of your retirement plan information. If you already have board minutes regarding the approval of this amendment you can provide us a copy of that in lieu of the Resolution enclosed. In addition, please have an officer of the Corporation sign and date the Amendment where indicated.

Department of Labor (DOL) Regulations require that a Summary of Material Modifications (SMM) be distributed to each eligible participant under the plan describing the effects of the aforementioned plan amendment. Please ensure that each and every participant and/or beneficiary receives this SMM within 210 days after the close of the plan year in which the material modification is adopted [DOL Reg. §2520.104b-3]. We recommend that you distribute this SMM immediately upon your complete satisfaction. It can either be hand delivered or mailed to each affected party, but must use any measure reasonably calculated to ensure actual receipt of this material. Please keep a record of when and/or where this notice is otherwise distributed. This SMM **must** be accompanied by all summaries of material modifications or changes which have not yet been incorporate into the Summary Plan Description (SPD) when distributing a SPD to new participants [DOL Reg. 12520.104b-3(c)].

Once the documents have been formally signed and dated, keep the originals for your files and send or fax a photocopy to me at 850-434-1397 for my files.

Please contact me if you have any questions.

Sincerely,



Mechelle McCoy, QKA
Retirement Plan Consultant

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CERTIFICATE OF BOARD RESOLUTION

The undersigned Officers of Florida Institute for Human & Machine Cognition (the Employer) hereby certifies that the following resolutions were duly adopted by the board of directors of the Employer on _____, 20____ and that such resolutions have not been modified or rescinded as of the date hereof:

RESOLVED, that Amendment Number ONE to the Defined Contribution Retirement Plan effective July 1, 2006, presented to this meeting is hereby approved and adopted and that the proper officers of the Employer are hereby authorized and directed to execute and deliver to the Trustee of the Plan two or more counterparts of the amendment.

RESOLVED, that the proper officers of the Employer shall act as soon as possible to notify the employees of the Employer of the adoption of this Amendment Number ONE to the Defined Contribution Retirement Plan by delivering to each employee a copy of the summary description of the changes to the Plan in the form of the Summary Plan Description – Material Modification presented to this meeting, which is hereby approved.

The undersigned further certifies that attached hereto are true copies of the Amendment Number ONE to the Florida Institute for Human & Machine Cognition Defined Contribution Retirement Plan and Summary Plan Description – Material Modification approved and adopted in the foregoing resolution.

Plan Sponsor

Date: _____

**Amendment Number ONE to the
Florida Institute for Human & Machine Cognition Defined Contribution Retirement Plan**

BY THIS AGREEMENT, Florida Institute for Human & Machine Cognition Defined Contribution Retirement Plan (herein referred to as the "plan") is hereby amended as follows, effective as of July 1, 2006, except as otherwise provided:

Article I: Definitions

1.6 Compensation (first paragraph)

The definition is amended to also exclude Stipends from the Plan's definition of Compensation
And

1.20 Plan Year

Plan Year means January 1 through December 31.

IN WITNESS WHEREOF, this Amendment has been executed this ____ day of _____, 2006.

Signed, sealed and delivered in the presence of:

Florida Institute for Human & Machine Cognition

By: _____
Employer

WITNESS AS TO EMPLOYER

**NOTICE TO EMPLOYEES
AND SUMMARY OF MATERIAL MODIFICATIONS**

FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION
Defined Contribution Retirement Plan

EIN: 20-0760849

PIN: 001

TO: All Eligible Employees, Beneficiaries¹, and Alternate Payees under
FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION
Defined Contribution Retirement Plan

FROM: The Plan Administrator

RE: Plan Trustees

DATE: July 1, 2006

As you know, Florida Institute for Human & Machine Cognition (the "Employer") maintains the Florida Institute for Human & Machine Cognition Defined Contribution Retirement Plan (the "Plan") for the exclusive benefit of its eligible employees. This notice, called a "Summary of Material Modification," advises you of the change(s) made in the information presented in your Summary Plan Description (sometimes called an "SPD" or a "descriptive booklet") with respect to the Plan.

As of July 1, 2006, your Plan was amended as follows:

- **Definition of Compensation**

The Plan's definition of Compensation has been amended to also exclude Stipends.

- **Definition of Plan Year**

Plan Year means January 1 through December 31.

Please retain this Notice as part of your permanent Plan records for future reference. If you have any questions concerning the Plan or this Amendment, please contact your Plan Administrator at the Company's offices, during normal working hours.

In the event of any conflict or inconsistencies between this SMM and the actual Plan provisions, the Plan will control. You should not rely on any oral explanation, description, or interpretation of the Plan by any employee of the Company, because the written terms of the Plan always will govern.

This Summary of Material Modifications should be attached to the most recent Summary Plan Description for the Plan.

¹Beneficiaries mean any person designated by a Participant who is or may become entitled to a benefit under this Plan, including, but not limited to, alternate payees under a qualified domestic relations order.