

**WRITTEN CONSENT OF
THE BOARD OF THE BOARD OF DIRECTORS
OF THE
FLORIDA INSTITUTE OF HUMAN AND MACHINE COGNITION, INC.
IN LIEU OF A SPECIAL MEETING**

The Board of Directors of Florida Institute of Human and Machine Cognition, Inc. (the "Corporation") hereby consents to the adoption of the following resolutions by and through this Written Consent in lieu of a special meeting of said Board:

RESOLVED: That the Florida Institute of Human and Machine Cognition 403(b) Tax Deferred Annuity Plan (the "Plan") and the First Amendment to the Plan (the "Amendment") are hereby approved and adopted for and on behalf of the Corporation; and that the proper officers of the Corporation are hereby authorized and directed to execute the Plan and the Amendment for and as the act of the Corporation.

Dated: _____, 20____

_____, _____

_____, _____

_____, _____

_____, _____