

DECLARATION OF DANIEL NICHERIE

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2 I DANIEL NICHERIE, declare as follows:

3 I am over eighteen years of age and I have firsthand knowledge of the facts stated herein,
4 and if called upon as a witness could competently testify thereto.

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6 1. I am the authorized representative of both SBN Venture Capital Resource Partners,
7 Inc. ("SBN") and Millennium Capital, Inc. ("Millennium"). If called upon as a witness, I could
8 and would testify to the following, all of which is in my personal knowledge.

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10 2. Millennium is the majority shareholder of Amtec Audiotext, Inc. ("Amtec") and is
11 the registered owner of 9000 shares of stock of Amtec. This fact is evidenced by Certificate No.4 of
12 Amtec dated July 21, 2000 ("Stock Certificate"), which Stock Certificate was executed by Sarit
13 Shafir ("Sarit"), the then-President and Secretary of Amtec. A true and correct copy of the Stock
14 Certificate is attached hereto as Exhibit 1 and incorporated by this reference.

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16 3. On or about March 30, 2000, SBN entered into various loan agreements (the "Credit
17 Documents") with Amtec Audiotext, Inc. ("Amtec"). Those Credit Documents include, but are not
18 limited to, the Credit Agreement relating to a \$1,000,000.00 Revolving Loan, which document is
19 attached hereto as Exhibit 2. This loan was a revolving line of credit which was paid down at times
20 and for which advances were later made.

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22 4. In March, 2000, Sarit was the then-President of Amtec and was the sole officer and
23 director of Amtec. I was present when Sarit signed the Credit Documents on behalf of Amtec. Sarit
24 also executed a UCC-1 Financing Statement on Behalf of Amtec, A copy of which is attached as
25 Exhibit 3.

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27 5. As part of the financing arrangements between SBN and Amtec, Sarit provided me
28 with a copy of the Irrevocable Proxy dated January 19, 2000, indicating that Ami Shafir ("Ami")

1 had irrevocably appointed Sarit as his proxy. A true and correct of the proxy is attached hereto as
2 Exhibit "4" and incorporated by this reference. The proxy was given to me in conjunction with the
3 Notice of Resignation of Ami as Director, President and Treasurer of Amtec, a true and correct copy
4 of which Notice of Resignation is attached hereto as Exhibit "5" and incorporated by this reference.
5 These documents were requested by SBN and were relied upon by SBN in advancing sums to
6 Amtec under the Credit Documents.
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8 6. At the time of the March 30, 2000 loan 8335 Property Inc. was a wholly owned
9 subsidiary of Amtec and neither Ami nor Sarit Shafir is currently an officer or director or
10 shareholder of 8335 Property Inc. SBN relied upon this information in advancing sums to Amtec
11 under the credit documents. As part of the above transaction, the certificate of shares of 8335
12 Property, Inc. owned by Ami and Sarit Shafir was returned to the corporation and the shares
13 reissued to Amtec. In reliance upon the representation that 8335 Property Inc. was a wholly owned
14 subsidiary of Amtec, SBN only required that Sarit Shafir execute a Stock Pledge Agreement
15 pledging their remaining collective 10% interest in Amtec to SBN rather than requiring a separate
16 pledge of the stock of 8335 Property, Inc. (A copy of the Stock Pledge Agreement is attached hereto
17 as Exhibit "6"). On March 1, 2001 8335 Property, Inc. issued additional shares to Millennium
18 giving control of 8335 Property, Inc. to Millennium.
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21 7. Richard Albertini was designated as president and secretary of 8335 Property, Inc.
22 by then president Sarit Shafir and has remained the only officer and director of the corporation.
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24 8. Neither James A. Dumas nor Dumas & Associates have authority to act on behalf of
25 8335 Property, Inc. and 8335 Property, Inc. has never authorized the appointment or hiring of James
26 A. Dumas and/or Dumas & Associates.
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28 9. Since approximately March 2000 SBN and/or Millennium have been paying the

1 payroll and other expenses of 8335 and Amtec pursuant to a line of credit to Amtec. Attached
 2 hereto as Exhibit 7 are true and correct copies of checks written by SBN to employees and vendors
 3 of Amtec and/or 8335 Property Inc. In addition are checks written from SBN to the account of
 4 Amtec at Manufacturers bank pursuant to a line of credit from SBN and Millennium to Amtec.

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 6 9. Neither SBN nor Millennium, the beneficial owners of 8335 wish to have James A.
 7 Dumas or Dumas and Associates represent 8335, and 8335 Property, Inc. objects to the appointment
 8 of James A. Dumas and/or Dumas & Associates as attorney herein.

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 10 I declare under penalty of perjury of the State of California that the foregoing is true and correct.
 11 Executed on this 2nd day of August, 2002, at Las Vegas, Nevada.

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 15 Daniel Nicherie

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