

RESOLUTION
OF
THE BOARD OF DIRECTORS OF AMTEC AUDIOTEXT, INC.
NOTICE OF TRUSTEE APPOINTMENT

I, DANIEL NICHERIE, do hereby certify:

1. I am the duly elected and acting President of Amtec Audiotext, Inc., a California corporation.
2. That at a special meeting of the Board of Directors duly held on May 10, 2002, the following resolutions were duly enacted, and the same remain in full force and effect, without modifications as of the date of this certificate:

RESOLVED, that due to the resignation of RICHARD ALBERTINI, a vacancy has been created for the position of Trustee for the Amtec Audiotext, Inc. Profit Sharing Plan.

FURTHER RESOLVED, that DANIEL NICHERIE is hereby appointed to the position of Trustee for the Amtec Audiotext, Inc. Profit Sharing Plan.

FURTHER RESOLVED, that within his capacity as the Trustee for the Amtec Audiotext, Inc. Profit Sharing Plan, DANIEL NICHERIE is hereby authorized to sell, assign and transfer any and all assets of the Profit Sharing Plan.

The undersigned further certifies that there is no provision in the articles of incorporation or the bylaws of Amtec Audiotext, Inc. limiting the power of the board of directors to pass the resolution described above and that the resolution is in conformity with the provisions of the articles of incorporation and the bylaws and this resolution has not been rescinded or modified and is in full force and effect as of the date stated hereinabove.

Dated: May 10, 2002

President of the Board of Directors



DANIEL NICHERIE

EXHIBIT

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9-25-02

