

# Appendix D



**MINUTES OF THE ANNUAL MEETING  
OF DIRECTORS  
OF  
IHC SERVICES, INC.**

The Annual Meeting of Directors of IHC SERVICES, INC. was held January 30, 1998 at Via Dei Piatti, 9, Milano, Italy. The following being all of the Directors of the Company were present:

Giandomenico PICCO	Chairman of the Board
Ezio TESTA	Managing Director
Dario FISCHER	Director
Alberto LODIGIANI	Director
Sandro ROBLIANNI	Director

The meeting was called to order by Mr. GIANDOMENICO PICCO, who ordered the Waiver of Notice of the Meeting which had been signed by all of the directors to be appended to the Minutes of the Meeting and made part thereof.

The first item of business was the election of officers of the company. Nominations were duly made and seconded and the following individuals were unanimously elected officers of the company for the ensuing year:

EZIO TESTA	Chief Executive Officer
EZIO TESTA	President
WILLIAM J. ETHERSON	Vice President Finance & Administration
WILLIAM J. ETHERSON	Secretary

The second item of business is the nomination and appointment of EZIO TESTA and WILLIAM J. ETHERSON as Co-Trustees of the pension plan.




The Board reviewed and discussed the 1997 results of operation and current and future plans as outlined in the AGENDA which are appended to the Minutes of the Meeting and made part thereof.


There being no further business, the Meeting adjourned.

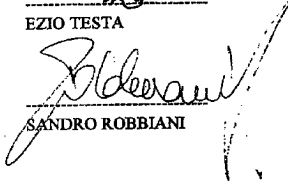
Dated: January 30, 1998

  
DARIO FISCHER

  
ALBERTO LOBIGIANI

  
GIANDOMENICO PICCO

  
EZIO TESTA

  
SANDRO ROBBIANI



**MINUTES OF THE ANNUAL MEETING  
OF SHAREHOLDERS  
OF  
IHC SERVICES, INC.**

The Annual Meeting of Shareholders of IHC SERVICES, INC. was held on February 16, 1999 at Via Dei Piatti, 9, Milano, Italy.

The meeting was called to order by MR. GIANDOMENICO PICCO, who ordered the Notice of the Meeting to be appended to Minutes of the Meeting and made part thereof.


The Chairman reported that the sole shareholder of IHC SERVICES, INC. was represented and he then presented his annual report.

The Chairman then proceeded to the election of a Board of Directors to serve for a period of one year and until successors are elected and qualified. Nominations were duly made and the following individuals were elected:

Giandomenico PICCO	Chairman of the Board
Ezio TESTA	Managing Director
Dario FISCHER	Director
Alberto LODIGIANI	Director
Sandro ROBBIANI	Director

CONSENTED TO THIS DAY, 16 FEBRUARY 1999.

TORNO S.A.H.

  
BY DR. DARIO FISCHER  
PRESIDENT

IHC000029



ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
IHC SERVICES, INC.

The undersigned being all of the Directors of IHC SERVICES, INC., a New York corporation, do hereby consent to, and approve and adopt the following resolution pursuant of the Business Corporation Law of the State of New York.

RESOLVED that in order to enhance sales and marketing initiatives in South and Central America and other regions as designated by the CEO and President, the position of "Vice President - Marketing and International Sales" is established.

FURTHER RESOLVED that EDUARDO L. AMBROS be and hereby is appointed to the position of Vice President - Marketing and International Sales, effectively immediately.

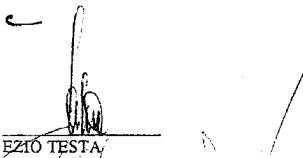
IN WITNESS WHEREOF, the undersigned have executed this written consent on the date set forth below and direct that it be filed in the minute book of the corporation.

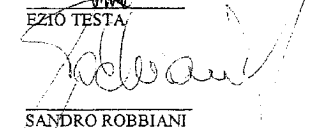
Dated: February 16, 1999

  
GIANDOMENICO PICCO

  
DARIO FISCHER

  
ALBERTO LODIGIANI

  
EZIO TESTA

  
SANDRO ROBBIANI

IHC000028



**MINUTES OF THE ANNUAL MEETING  
OF DIRECTORS  
OF  
IHC SERVICES, INC.**

The Annual Meeting of Directors of IHC SERVICES, INC. was held on February 16, 1999 at Via Dei Piatti, 9, Milano, Italy. The following being all of the Directors of the Company present:

Giandomenico PICCO	Chairman of the Board
Ezio TESTA	Managing Director
Dario FISCHER	Director
Alberto LODIGLIANI	Director
Sandro ROBBIANI	Director

The meeting was called to order by MR. GIANDOMENICO PICCO, who ordered the Waiver of Notice of the Meeting which had been signed by all of the Directors to be appended to the Minutes of the Meeting and made part thereof.

The first item of business was the election of officers of the company. Nominations were duly made and seconded and the following individuals were unanimously elected officers of the company for the ensuing year:

EZIO TESTA	Chief Executive Officer
EZIO TESTA	President
WILLIAM J. ETHERSON	Vice President Finance & Administration
WILLIAM J. ETHERSON	Secretary

The second item of business is the nomination and appointment of EZIO TESTA and WILLIAM J. ETHERSON as co-Trustees of the pension plan.



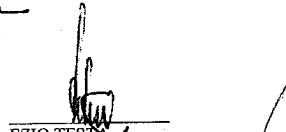
The Board reviewed and discussed the 1998 results of operation and current and future plans as outlined in the AGENDA which are appended to the Minutes of the Meeting and made part thereof.

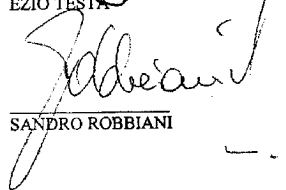
There being no further business, the Meeting adjourned.

Dated: February 16, 1999

  
GIANDOMENICO PICCO

  
DARIO FISCHER

  
EZIO TESTA

  
SANDRO ROBBIANI

  
ALBERTO LODIGIANI



**MINUTES OF THE ANNUAL MEETING  
OF DIRECTORS  
OF  
IHC SERVICES, INC.**

The Annual Meeting of Directors of IHC SERVICES, INC., was held on February 17, 2000 at 14-09 110<sup>th</sup> Street, College Point, NY 11356, USA. The following being all of the Directors of the Company present:

Giandomenico PICCO	Chairman of the Board
Ezio TESTA	Managing Director
Dario FISCHER	Director
Alberto LODIGIANI	Director

The meeting was called to order by MR. GIANDOMENICO PICCO, who ordered the Waiver of Notice of the Meeting which had been signed by all the Directors to be appended to the Minutes of the Meeting and made part thereof.

The first item of business was the election of officers of the company. Nominations were duly made and seconded and the following individuals were unanimously elected officers of the company for the ensuing year:

EZIO TESTA	Chief Executive Officer
EZIO TESTA	President
WILLIAM J. ETHERSON	Vice President Finance & Administration
WILLIAM J. ETHERSON	Secretary
EDUARDO AMBROS	Vice President
ERALDO DEL VITTO	Vice President

The second item of business is the nomination and appointment of EZIO TESTA and WILLIAM J. ETHERSON as co-trustees of the pension plan.



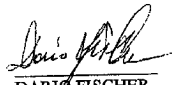


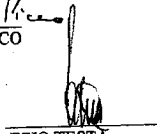
The Board reviewed and discussed the 1999 results of operation and current and future plans as outlined in the AGENDA which are appended to the Minutes of the Meeting and made part thereof.

There being no further business, the Meeting adjourned.

Dated: February 17, 2000

  
GLANDOMENICO PICCO

  
DARIO FISCHER

  
EZIO TESTA

  
ALBERTO LODIGIANI