

**MINUTES OF SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
SEISINT, INC.**

A Special Meeting of the Board of Directors of Seisint, Inc. was held on December 9, 2002 at 5:15 p.m. at 6601 Park of Commerce Boulevard, Boca Raton, Florida 33487. The following directors were present and accounted for: Jack Hight, Martha Barnett, Leon Brauser, Ira Siegel, Hank Asher, Mitchell Silverman, Harold Bernstein and Paul Cameron, constituting a quorum of the Directors of the Company. Also present were Brian Neill, Ken Schwartz, and by invitation Michael Brauser.

The Meeting was called to order by the Chairman, Jack Hight, bringing the first and only order of business before the Board, that being discussion of a potential business arrangement with the Giuliani Partners. The floor was then turned over to Mr. Silverman to report upon the progress made by the Giuliani Partners Committee. Mr. Silverman explained that significant progress had been made, explaining the deal particulars as follows:

- a. That the business arrangement had a 2 year term.
- b. That during such 2 years Mayor Giuliani and his group would be promoting Seisint's services to government and private entities.
- c. That in return for such services Seisint would pay \$2 Million dollars per year, with the payment of \$1 Million upon signing and the anniversary of the contract, and quarterly payments of \$250,000 during the term. Such payments being a non-refundable advance on commissions to be earned for sales generated by Giuliani Partners in accordance with the schedule provided the Board.
- d. That the Giuliani Partners would receive 800,000 warrants with a strike price of \$10.00 that decreased as commissions were earned by the Giuliani Partners.
- e. That if the arrangement was unsuccessful in the first year, as determined by the amount of revenue generated by Seisint, then Seisint had a right to terminate the contract without additional payments to be made.

Thereafter the Board engaged in a discussion regarding the deal particulars, and as based upon the presentation of the Committee, and the discussion amongst the Board, a motion was made, seconded and approved, with Mrs. Barnett abstaining from such vote, that management be authorized to reduce to terms in a definitive agreement the consulting transaction with the Giuliani Partners as described by the Committee.

RESOLVED, that management is hereby authorized to take all necessary actions it deems reasonable and prudent to reduce to terms and enter into a consulting transaction with the Giuliani Partners in substantial conformity with the terms described by the Committee.

Exh. B