

May 22, 2000

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SECRETARY OF STATE
STATE OF IDAHO

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Secretary of State
700 West Jefferson
Boise, ID 83720

RE: Notice of Advisory Board Changes for Films Afield, Inc.

To Whom It May Concern:

On November 30, 1999, a meeting of the Board of Directors of Films Afield was held. In attendance were Coral Hotchkiss, President and Board Member and Chris Brown, Board Member. Arnie Mayer was not present. Also present were Jennifer and Matthew Metts.

At this meeting it was agreed that Coral Hotchkiss would resign as President, due to her pending retirement to New Zealand. It was also agreed that Chris Brown and Arnie Mayer would be resigning as Board Members.

The last act of Coral Hotchkiss and Chris Brown, before resigning their positions, was to appoint Jennifer Metts as President and Acting Board Member of Films Afield. Jennifer Metts then appointed Matthew F. Metts as Head of Operations and Acting Board Member. There are currently 3 other appointments to the Board still pending. I will advise you by separate correspondence regarding these additional members.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jennifer L. Metts', written in a cursive style.

Jennifer L. Metts
President

Address of Board Members
Matthew F. and Jennifer L. Metts
2511 North 31st Street
Boise, ID 83703