

Conflict of Interest Policy

Purpose of Policy

Our board of directors has adopted this Conflict of Interest Policy to ensure that any corporate action that might confer a private benefit on a director is understood in advance by the relevant decision makers, and that all decisions of the board are made in the interests of AYITI NOW CORP. A director may not use his position, or confidential corporate information, to benefit himself or another person or entity.

This policy is intended to provide guidance with respect to common potential conflicts of interest, but is not intended to address all possible conflicts. Consequently, this policy is intended to supplement but not replace any applicable laws or regulations governing conflicts of interest. In all instances where a potential conflict arises between this policy and applicable Florida or other law, or a conflict is not covered by this policy, we will be guided by our legal requirements.

Administration of Policy

Each director shall provide to the board annually a completed disclosure statement setting forth all business and other affiliations which relate in any way to the business and other activities of the AYITI NOW CORP. Each director shall update the information provided in the questionnaire as necessary to ensure the board has been advised of all businesses and affiliations which relate to the business of the AYITI NOW CORP.

Voting

In the event of any potential or actual conflict of interest involving a board member, including a director having a material financial interest in a matter to be considered by the board, the board, after consultation with outside legal counsel if necessary, shall determine whether to recommend that a director abstain from voting on the matter. As a general matter, we believe it is appropriate for a director to abstain from voting on a matter in which he or she has a material financial interest. In the event a director abstains because of a conflict of interest, the abstention shall be noted in the minutes of the meeting.

Disclosure by Directors

With respect to any matter pending before the AYITI NOW CORP, each director shall disclose to the board any matter, relationship or other factor, not previously disclosed in accordance with this policy that could reasonably be considered to make the director an interested director.

Annual Disclosure Statements

Each director shall annually sign a statement which affirms that such person has received a copy of this policy, has read and understands the policy, and has agreed to comply with the policy.

AYITI NOW CORP