

CODE OF BUSINESS ETHICS

This document is not a contract or a modification to an existing contract.

To: All Bunch Marketing Solutions Employees

The Company is committed to maintaining the highest standards of conduct. Ethical behavior is morally right and legally required, and requires your personal commitment, the same kind of commitment that we believe you and your fellow employees expect for themselves and the Company from others.

The Code of Business Ethics cannot address every situation an employee may encounter, nor is it a strict list of do's and don'ts. Rather, it is a basis for you to make sound moral and ethical judgments in business dealings. Other company policies, practices and procedures, as well as sound common sense, also apply.

The company will schedule periodic training sessions on matters related to this Code. At the conclusion of these sessions, you will be given a statement to sign confirming your review of the Code and your attendance at the training sessions. A copy of this acknowledgment will be placed in your personnel file.

As a company, we are committed to this Code, and we will not tolerate actions or conduct that violates it. Accordingly, we urge you to report suspected violations of the Code of Business Ethics using the "HOTLINE" reporting process or through any of the other channels available for you to make such report.

MICHAEL O. LATTIBOUDEAIRE
Chairman of the Board

CODE OF BUSINESS ETHICS

This is Bunch Marketing Solutions INC.. Code of Business Ethics. The Code is supplemented in several areas by specific Policies. While few of us may remember all the details of all these Policies, every employee should understand and remember the concepts described in this Code and be able to find and use the more detailed Policies when necessary.

- **Integrity.** *All employees are expected to conduct themselves with the highest principles of honesty and integrity.* Each of us must avoid not only impropriety, but the appearance of impropriety as well.
- **Law Abiding and Ethical.** *The Company is law-abiding and ethical.* No employee shall take, recommend, or direct any action which the employee believes may violate any law, regulation, Company policy or this Code. All employees have a duty to report to the Company or the appropriate authorities any known or suspected violations of law, regulations or Company policy, including violations of this Code of Business Ethics.
- **Stewardship of Company Funds and Assets.** *Employees are expected to be careful stewards of the Company's assets and funds.* No employee may recommend, make or approve any expenditure of funds or use of Company assets in violation of any law, regulation, Company policy, or for any personal or other non-business purpose, or outside of the employee's scope of authority.
- **Books and Records.** *Accurate and complete books and records are necessary for the Company to do business.* Employees shall comply with the Company's established accounting rules and controls. All of the Company's books, records, accounts and financial statements must accurately reflect the nature of the transactions recorded and must conform both to applicable legal and accounting requirements and to the Company's system of internal controls. All assets and liabilities of the Company must be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established in any amount for any purpose. No false or artificial entries shall be made for any purpose. No payment shall be made, or purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment. Employees shall not knowingly charge unallowable costs and expenses to the Company, nor conceal or misrepresent expense reports. All labor and material costs shall be accurately reported, recorded and charged. Erroneous charges shall be corrected immediately.
- **Quality and Safety.** *The Company is committed to providing products and services which are safe and which meet or exceed customer expectations of quality and value.* Deficiencies in product quality, safety, design or installation may place the well being of customers, employees or others at risk as well as threaten the financial stability of the Company, and must be reported promptly.
- **Dealing with People.** *It is a fundamental principle of this Company that all people should be treated with respect and courtesy.* This expectation applies not just to co-workers, but also to customers, vendors and all other persons employees deal with in the course of their work. Examples of behaviors which violate this fundamental value include physical or verbal abuse, profanity, vulgarity, name-calling or threats, shouting, intolerance or stereotyping as to race, religion, political beliefs, national origin or gender, unwelcome sexual advances or promoting an environment of sexual intimidation or

harassment, insensitivity to the individual beliefs and customs of others, rudeness or malicious gossiping.

- **Employment Diversity.** *The Company is committed to providing equal employment opportunity and promoting workplace diversity.* As an equal opportunity employer, the Company will not tolerate discrimination against any employee based on race, color, gender, age, religion, national origin, disability or any other legally protected characteristic. Employment and personnel decisions will be made in a manner which promotes the principle of equal employment and achieves affirmative action goals. The Company's policies on Equal Employment Opportunity, Non-Discrimination, Affirmative Action, and Sexual Harassment are incorporated herein by reference.
- **Employee Safety; Drugs and Alcohol.** *The Company is committed to maintaining a safe and drug-free workplace.* All employees are expected to know and comply with appropriate facility safety rules. Deficiencies in workplace safety should be reported promptly to management. The use, possession or distribution by any employee of any illegal drug, illegally used prescription, controlled substance or alcoholic beverage on Company premises, or anywhere else in a manner which may harm the safety of any employee, the quality or efficiency of Company work or the general reputation of the Company, violates this Code, and may violate applicable law.
- **Environmental Protection.** *The Company is committed to being a good corporate neighbor.* The Company maintains production and waste management practices that meet applicable environmental legal requirements as well as meeting our business requirements. Employees are expected to understand and follow the environmental compliance requirements applicable to their particular facilities. Violation of those rules is a breach of this Code and may violate applicable law.
- **Conflicts of Interest.** *Employees are expected to keep the best interests of the Company foremost in the performance of their duties, and not allow themselves to be placed in any position of actual or apparent conflicts of interest with the Company.* Conflicts of interest may improperly influence or give the appearance of improperly influencing sound business decisions, and may violate the law. It is never acceptable to offer, solicit, give or receive any kind of bribe, kickback or other illegal or unethical payment. Beyond such obviously improper behavior, it also is a violation of this Code for any employee to engage directly or indirectly in outside business activities with a customer, supplier or agent of the Company, or that are competitive or inconsistent with any business of the Company. A conflict of interest also arises if an employee seeks or accepts gratuities, favors or other benefits having more than nominal value from a supplier or customer or someone who works for a supplier or customer, or for an employee to offer to give any gratuity, favor or benefit having more than nominal value to a supplier or customer. In addition to possibly being a violation of the law, conflicts of interest are banned because they may be interpreted as improperly influencing sound business decisions. A conflict of interest does not arise where a gratuity, favor or other benefit is received or granted as part of a sales promotion or other program generally available to customers of the supplier or customer of the Company, and approved by senior management. For the same reasons of potential conflict of interest, where a personal relationship exists between an employee and an industry representative or government employee or official of some agency or any customer or supplier with whom the Company has or is considering a

business transaction, the employee must report the relationship to senior management promptly, before the transaction is negotiated.

- **Protecting Company Information.** *Company information is an important Company asset and must be kept in confidence.* It is critical to the Company's competitive position and commercial success that the Company's proprietary and confidential information not be improperly used or disclosed by any employee. Customer lists, price lists, strategic plans, manufacturing processes and practices, employee rosters or other employee information and all other sensitive information must be kept confidential. Employees should not discuss Company proprietary information with other Company employees unless the other employees need to know that information in order to perform their jobs. Employees must not use or disclose any confidential information learned in the performance of their Company duties for their own private profit or gain or that of any other person, or for any other purpose outside the scope of the proper performance of their duties. For example, this general rule, as well as federal law, is violated if an employee uses or discloses non-public Company information in order to trade in or suggest selling or buying Bunch Marketing Solutions INC.. stock, as further detailed in the Company's Policy on Insider Trading. Trade secrets which are developed using Company time, resources or materials, including inventions and other ideas, belong to the Company, and any employee involved in creating these must cooperate in the Company's documentation of ownership of such intellectual property. Nothing in this Code, however, shall be construed to prohibit employees from discussing with others the terms and conditions of their own employment.
- **Electronic Resources.** *The Company's systems which provide access to the Internet and for email and electronic commerce, as well as electronic facsimile transmittal ("fax") and traditional phone systems, are intended only for the conduct of Company business, and all information on these systems is the property of the Company and not that of any individual.* Employees are expected to know and comply with the Company's rules governing the use of such systems and to understand that such systems are intended only for the conduct of legitimate Company business. All data on such systems is subject to Company disclosure and inspection. Use of any of these systems by an employee to harass or offend others, or to access Internet or other resources for pornography or other offensive materials, may violate the law and specific Company policies on this subject and violates this Code.
- **Competition.** *It is a violation of this Code and may be illegal for any employee to plan or act with any competitor to fix prices, restrict market competition or otherwise violate the antitrust and trade regulation laws.* The Company has prospered under our country's open competitive environment, and expects employees to comply with antitrust and trade regulation rules which apply to their activities.
- **International Business.** *The conduct of international business is subject to specific restrictive U.S. and foreign laws and rules.* Any employee proposing to make, market or sell the Company's goods or services in any foreign country is responsible for consulting in advance with senior management and the Company's attorneys in order to assure compliance with domestic and foreign laws, rules and regulations.
- **Responsibility.** *Compliance with this Code of Ethics and the Company's policies is a condition of employment with the Company.* Every employee of the Company is expected to carry out his or her work in compliance with these standards. Each Company manager

and supervisor has an obligation to assure that every employee reporting to them has received a copy of this Code and of the Company Policies relevant to the positions involved, and is made aware of the requirements of this Code and those Policies. Anyone with questions or concerns about these standards should promptly raise those questions and concerns with his or her supervisor and/or the Ethics Liaison Officer.

- **Enforcement.** *Anyone who suspects in good faith that this Code or a Company Policy has been violated has an obligation to report suspected violations to the Ethics Liaison Officer or to Bunch Marketing Solutions INC. 's Ethics Officer.* It is a breach of this Code for any manager or employee of the Company to retaliate or attempt to retaliate against any employee submitting such a report. The Company takes allegations of violation seriously and will investigate them. Violators will be disciplined. Investigations will be directed by the Ethics Officer of Bunch Marketing Solutions INC. or a representative of the applicable operating company, at the direction of the Ethics Officer of Bunch Marketing Solutions INC.

A. BUNCH MARKETING SOLUTIONS "ETHICS OVERSIGHT COMMITTEE"

To promote and maintain a corporate environment which encourages the disclosure of concerns or reports of violations of procurement laws and regulations and the corporate Code of Business Ethics and Standards of Conduct, the Company maintains the following system:

- Bunch Marketing Solutions Board has established a permanent three member Ethics Oversight Committee ("EOC") consisting of three outside directors;
- The EOC appoints one of the outside directors as its chairperson ("Chair"), and the Chair has full Board and corporate authority to investigate and act upon information submitted by any employee to the Company, Bunch Marketing Solutions Board, the EOC, or directly to the Chair;
- The EOC also has the responsibility for reviewing and monitoring the activities of the Ethics Officer; and
- The Chair also is responsible for establishing and maintaining the EOC's operating procedures, Inc.luding its own separate and independent "HOTLINE" procedure for the receipt, investigating and reporting of information and reports of violations, or suspected violations, of the Code of Business Ethics and Standards of Conduct. Employees choosing to use the HOTLINE may leave their name or report suspected violations anonymously.

B. ETHICS OFFICER

Juanita Jackson, Bunch Marketing Solutions Inc.'s Vice President, Treasurer and Secretary, has been designated the Corporate Ethics Officer ("Ethics Officer") for Bunch Marketing Solutions and all of its subsidiaries.

The Ethics Officer is responsible for the implementation of all matters relating to the Code of Ethics, Inc.luding establishing operating procedures, developing educational programs and materials for Inc.lusion in the Company's ethics training program, dissemination of the Code (Inc.luding via electronic means), maintaining the Company's "HOTLINE", maintaining liaison with the EOC, and investigating and reporting of information and reports of suspected or known violations of the Code of Business Ethics and Standards of Conduct. The Ethics Officer may

seek legal advice and investigative assistance from in house counsel or outside counsel, as appropriate.

1. **Ethics Liaison Officers**

Each of the operating companies of Bunch Marketing Solutions INC.. shall designate an Ethics Liaison Officer. The Ethics Liaison Officer shall assist the Ethics Officer in all of his or her duties. The Ethics Officer may delegate such duties and responsibilities to the Ethics Liaison Officer as the Ethics Officer may deem appropriate and necessary.

2. **Reports**

The Ethics Liaison Officer shall provide annual written reports to the Ethics Officer and the EOC of Bunch Marketing Solutions Board describing the activities associated with these responsibilities, Inc.luding implementation of the Company's Ethics Program.

The Ethics Liaison Officer's written reports will Inc.lude information concerning (i) complaints, (ii) areas of investigation, (iii) status and disposition of investigations, Inc.luding disciplinary actions taken, (iv) educational and training programs conducted on matters related to the Company's Code of Business Ethics and Standards of Conduct during the reporting period, and (v) educational and training programs planned for the next reporting period.

3. **Reporting:** Suspected instances of improper conduct may be reported to:

ETHICS OFFICER

Name: Juanita Jackson, Vice President, Treasurer and Secretary
Bunch Marketing Solutions Inc.orporated
Telephone: 678-571-2854

CHIEF ETHICS LIAISON OFFICER

Name: Marlon Hill, Chief Legal Counsel/Attorney
Delancyhill-Commercial & General Corporate, Entertainment
Telephone: (786) 777-0184
Fax: (786) 777-0174

CORPORATE ETHICS LIAISON OFFICER

Name: Sandy Grace, Treasurer/General Counsel
Spiegel & Ultrera, P.A., Miami
Telephone: (800) 603-3900

ETHICS OVERSIGHT COMMITTEE (HOTLINE)

Barbara Torres
Telephone: 240-912-9383

Training:

The Ethics Liaison Officer has responsibility for providing employee training on all matters related to the Company's Code of Business Ethics and Standards of Conduct. The Company will schedule periodic training session at all major locations to explain and discuss this Code and the related Policies. Questions not clearly answered by this Code or the Company's Policies or at an available training session should be discussed with the appropriate supervisor, or they may be

reviewed with a Human Resources representative or the appropriate Ethics Liaison Officer. This Code supersedes all ethics policies previously issued by Bunch Marketing Solutions INC. or its subsidiaries.

SUMMARY

The Company's reputation and its actions as a legal entity depend on the conduct of its employees. Each employee must commit to act according to the highest ethical standards and to know and abide by applicable laws. We each must assure that our personal conduct is above reproach and complies with the highest standards of conduct and business ethics. Difficult as it may be at times, we also each have an obligation to assure that the conduct of those who work around us complies with these Standards. The Company's Code of Business Ethics will be enforced at all levels fairly and without prejudice.

Any employee with a question about this Code of Business Ethics and their scope and interpretation in any circumstances, whether involving them or someone else, has an obligation to ask for clarification or help. Prompt and open discussion of questions and issues will help assure that the Company can achieve its planned business growth, to the advantage of all present and future employees who will share both in the responsibility for that growth and its rewards.

**BUNCH MARKETING SOLUTIONS INC.
EMPLOYEE ACKNOWLEDGMENT**

**I HEREBY ACKNOWLEDGE THAT I HAVE READ AND I UNDERSTAND BUNCH
MARKETING SOLUTIONS INC. CODE OF BUSINESS ETHICS.**

**I AGREE TO CONDUCT MYSELF IN A MANNER CONSISTENT WITH THE POLICIES
AND PRACTICES SET FORTH IN THIS CODE.**

(Name, Please Print)

(Employee ID) (Social Security No.)

(Division) (Department)

(Signature)

(Date Signed)

A copy of this Acknowledgment will be maintained in your personnel file.
This is not a contract or a modification to an existing contract.