

May 4,1996

To: Mr. Prentis Davis
President
Dolphin Industries Inc.
1313 West 24th Street
National City,CA 91950
619-336-2288

From: Warren H. Brazas
Financial Consultant
14955 Ave. Venusto #24
San Diego,CA 92128

Subject: Agreement for Financial Consulting Services

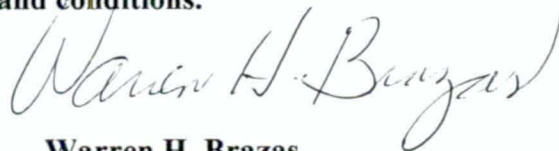
I, Warren H. Brazas, agree to perform financial consulting services for Dolphin Industries at a base rate of \$232.87 per day. As your financial consultant I agree to function as acting Chief Financial Officer for your company. In addition it is understood that I will be provided office space, administrative support to include, but not limited to receptionist service, telephone, copy and fax machine, etc. at no charge to me. It is further understood that as an independent consultant all applicable taxes, i.e payroll, fica, etc. are my responsibilities and not that of Dolphin Industries Inc.

It is further understood that this agreement may be terminated at any time by either myself or the President of Dolphin Industries Inc.

I understand and accept the above terms and conditions.



Prentis Davis
President and Chief Executive Officer
Dolphin Industries Inc.



Warren H. Brazas
Financial Consultant