

TOTVS S.A.
Publicly-held Company
Corporate Taxpayer's ID (CNPJ/MF): 53.113.791/0001-22
Company Registry (NIRE): 35.300.153.171
Authorized Capital

**SUMMARY OF THE MAIN RESOLUTIONS OF THE BOARD OF DIRECTORS'
MEETING HELD ON FEBRUARY 17, 2009**

Dear Sirs,

As requested, we are forwarding the summary of the main resolutions of the Board of Directors' meeting of TOTVS S.A., held on February 17, 2009, at 9 am:

(a) to examine, discuss and approve, without reservations, the Management Report, the Financial Statements with the opinion of the independent auditors and the proposed allocation of net income for the fiscal year ended December 31, 2008 to be submitted to the Company's Annual Shareholders' Meeting;

(b) to approve the disclosure of said Management Report and Financial Statements with the opinion of the independent auditors to the Brazilian Securities and Exchange Commission, the São Paulo Stock Exchange and the market via the IPE information system and by their legal publication in the *Diário Oficial do Estado de São Paulo* (Official Gazette of the State of São Paulo) and *Gazeta Mercantil* newspapers;

(c) to call the Company's General Shareholders Meeting for the fiscal year ended December 31, 2008;

(d) to approve the resignation of the following Company officers: Paulo Sérgio Caputo, from the position of Market Strategy Officer; and Deborah de Toledo Pacheco Mazerino Sobral from the position of Human Resources Officer;

(e) to approve the election of Laércio José de Lucena Cosentino as Market Strategy Officer and Maria de Fátima Almeida e Albuquerque as Human Resources Officer;

(f) to approve the alteration of the address of the Company's branch in the state of Victoria, inscribed in the Corporate Roll of Taxpayer's (CNPJ/MF) under no. 53.113.791/0009-80 and in the Company Registry (NIRE) under no. 32999017922.

We hereby inform that the minutes of said Board of Directors Meeting will be disclosed tomorrow, together with the Management Report and Financial Statements with the opinion of the Independent Auditors via the IPE information system.

We remain at your disposal for any further information you may need.

Sincerely,

Ingrid Reila Pires Prado
Secretary of the Board of Directors