

CORPORATE RESOLUTION

THIS DOCUMENT MUST BE NOTARIZED & MUST BEAR A CORPORATE SEAL

I, _____, being duly constituted Secretary of _____, a corporation (* "Corporation") organized and existing under the Laws of the State of _____, do hereby certify that the following is a true and complete copy of the resolutions duly adopted at a meeting of the Board of Directors of the Corporation, duly called and held on _____, at which time a quorum was present and voting; that said resolutions are still in full force and effect and have not been rescinded; and that said resolutions are not in conflict with the Charter or By-Laws of this Corporation:

IT IS RESOLVED that any of the following officers, to wit: (Include name of officer, title, and signature)

Name _____ Title _____ Signature _____
Name _____ Title _____ Signature _____
Name _____ Title _____ Signature _____
Name _____ Title _____ Signature _____

of this Corporation by, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stocks, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness, or other securities now or hereafter standing in the name of or owned by this Corporation, and to make, execute and deliver, under the Corporate Seal of this Corporation or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

IT IS FURTHER RESOLVED that whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary or Assistant Secretary of this Corporation in office on the date of such certificate, such certificate shall set forth these resolutions and shall state these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of the Corporation. Then all persons to whom such instrument with the annexed certificate shall thereafter come shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this Corporation, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.

I FURTHER CERTIFY that the below is a true and correct list of officers of this Corporation. *If sole officer of Corporation, please indicate.*

Officer _____ Title _____
Officer _____ Title _____
Officer _____ Title _____
Officer _____ Title _____

_____ **AFFIX CORPORATE SEAL**
Signature of Secretary Date If no seal - please certify there is no seal