CERTIFIED COPY OF RESOLUTION OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
________________________________________.

The undersigned, Corporate Secretary of ____________________________________________
________________________________________, a __________________________ Corporation,
does hereby certify that the following is a true and correct copy of a Resolution unanimously
adopted at a Special Meeting of the Board of Directors and Shareholders of the said corporation,
a quorum of its members being present, held in the City of ____________________________,
in __________________________ County, State of __________________________ on
the ___________ day of __________________________________, 20_______, and that
this Resolution has not been revoked by any subsequent action of the Board of Directors or
Shareholders of said corporation, but is still in full force and effect:

RESOLVED: That it is in the Corporation's best interests to ______________________
_____________________________________________________________________________
_____________________________________________________________________________
_____________________________________________________________________________
_____________________________________________________________________________
_________________________________________________________________________; and

RESOLVED FURTHER: That the terms and conditions of the resolutions and
consideration set forth therein, are all fair and reasonable and should be and are hereby approved
on behalf of the Corporation; and

BE IT RESOLVED FURTHER: That _________________________________, as
________________________________ of the Corporation, be, and he is hereby, authorized,
empowered and directed to take such action(s) and to execute any and all such documents,
agreements, instruments or certificates as may be necessary or appropriate in his discretion to
consummate the above transactions.

By: ____________________________________
Its: Secretary

Date

Compliments of Bernhardt Law Firm