

Certificate of Corporate Resolution

I, _____, Clerk or Secretary of
 _____ [corporation] do hereby certify that at
 a duly constituted meeting of the Directors and/or
 Stockholders of the Corporation held at the office of the
 Corporation on _____,
 20 ____, the following actions were taken upon motions duly
 made and seconded:

Upon duly made motion and second, _____
 [individual], in his/her role as _____
 [corporate office] was empowered and directed to execute,
 deliver and accept any and all documents reasonably
 required to accomplish this vote on such terms and
 conditions as he/she in his/her discretion deems to be in
 the best interests of the Corporation.

I hereby certify that the foregoing votes are in full
 force without rescission, modification, or amendment.

[Clerk or Secretary] _____ Date _____

Signature of Notary _____ State _____ Date _____

Notary Seal: