

**Resolution**

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BE IT RESOLVED that the transaction referred to below is approved, and the

President  
Secretary

of  
this corporation be and they are hereby directed, authorized and empowered to execute, acknowledge  
and deliver such documents, instruments and papers and perform such acts as may be legally, properly  
and reasonably required or necessary for the purpose of

I,  
Secretary of  
a corporation of the State of  
certify that the foregoing is a true copy of a Resolution as it appears in the records of the  
corporation and as was duly and legally adopted at a meeting of the Board of Directors of the  
corporation called for that purpose and held on  
pursuant to and in accordance with the Certificate of Incorporation and By-laws thereof; that it  
has not been modified, amended or rescinded, and is in full force and effect as of the date hereof.

Dated:

\_\_\_\_\_  
Secretary