

# Resolution

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

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and in accordance with the Certificate of Incorporation and By-laws thereof; that it has not been modified, amended or rescinded, and is in full force and effect as of the date hereof.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