

BOARD OF DIRECTORS' RESOLUTION & CERTIFICATE

This form must be completed if a company wishes to transfer a security in its corporate name to another party.

This form must be completed by the secretary or president of the company. The form a) states that the Directors approve the transfer of the security and b) certifies who can sign the Power of Attorney on behalf of the company and the Board.

Please note that if the company has only one director, the sole director must complete the bottom of the Resolution.

RESOLUTION

On motion duly made and seconded, it is unanimously resolved THAT the

_____ or the _____ be and they are hereby authorized and empowered on behalf of the Company to accept and convey, assign, transfer or otherwise dispose of all or any shares, stocks, bonds, debentures, or debenture stock and other securities of every description now or hereafter registered in the name of the Company or held or owned by the Company and to make, sign and execute on behalf of the Company all and any instruments of acceptance, assignment and transfer and documents whenever necessary or proper to effectuate the same with full power to appoint in their place and stead an attorney or attorneys with full power of substitution therein, and that any and all instruments of acceptance, assignment and transfer and other documents in connection therewith and heretofore signed and executed on behalf of the Company in accordance with the authority set out above are hereby ratified and confirmed.

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a Resolution duly passed at a meeting _____ of _____ the _____ Directors _____ of _____ (Name of Company) regularly held on the _____ day of _____, 20____ and that the said Resolution is now in full force and effect. I further certify that the following is a list of all Directors, officers and employees of the Company authorized by this Resolution to do any act or thing with a true specimen of their signatures. I further certify that the following persons still hold their respective offices at the present time.

WITNESS my hand and seal of the Company this _____ day of _____, 20____.

(Corporate Seal)

PER: _____
(Secretary)

(Account number) (R.R. Number)

- | | |
|------------------------|---------------|
| _____ * President | _____ * |
| _____ * Vice-President | _____ * |
| _____ * Secretary | _____ * |
| _____ * Treasurer | _____ * |
| _____ * Manager | _____ * |
| _____ * Director | _____ * |
| (Please Print) | (Please Sign) |

Or, as the case may be; I hereby certify that I am the sole, Director and Officer of the Company

Date

Signature