

Certificate of Secretary

I, _____, Secretary of _____ a corporation duly organized and existing under the laws of the State of _____ DO HEREBY CERTIFY:

A. That the foregoing is a true copy of a certain Resolution duly adopted, in accordance with the By-Laws, by the Board of Directors of the said corporation, at, and recorded in the minutes of a meeting of the said Board duly held on _____, 20____, and of the whole of the said Resolution, and that the said Resolution has not been rescinded or modified.

B. That, accompanying this Certificate are:

- (1) A copy of the Charter or Certificate of Incorporation of the said Corporation, with all amendments to date, duly certified under official seal by the state officer having custody of the original thereof;
- (2) A true and complete copy of the By-Laws of the said Corporation, as at present in force;
- (3) A signature card bearing the names and specimen signatures of all the officers of the said Corporation;
- (4) Specimens of certificates of each denomination and class stock of the said Corporation in the form adopted by the said Corporation; and
- (5) An opinion by counsel for the Corporation covering validity of the outstanding shares referred to in the above-mentioned Resolution and their registration or exemption from registration under the Securities Act of 1933 as amended.

C. That the total authorized stock of the said Corporation is: _____ Shares, divided into
 _____ Shares of _____ Stock of _____ Par Value each;
 _____ Shares of _____ Stock of _____ Par Value each;
 _____ Shares of _____ Stock of _____ Par Value each;

That of the said authorized stock, there are now issued:

_____ Shares of the said _____ Stock
 _____ Shares of the said _____ Stock
 _____ Shares of the said _____ Stock,

that such issue has been duly authorized, and that all of the said shares are fully paid.

D. That the following data are true and correct with respect to the said Corporation:

| Names of Officers | Addresses |
|------------------------------|-----------|
| President _____ | _____ |
| Vice-President _____ | _____ |
| Vice-President _____ | _____ |
| Secretary _____ | _____ |
| Asst. Secretary _____ | _____ |
| Treasurer _____ | _____ |
| Asst. Treasurer _____ | _____ |
| Counsel _____ | _____ |
| Address _____ | _____ |
| Address of Corporation _____ | _____ |

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the seal of the said Corporation, this _____ day of _____, 20_____.

Secretary

(CORPORATE SEAL)
Agreed to and accepted:

Continental Stock Transfer & Trust Company

(CORPORATE SEAL)

By _____

