

RESOLUTION

WHEREAS, the Board of Directors deems it desirable and in the best interests of the corporation to borrow [\$ _____] from _____ (the "Loan") via a promissory note.

THEREFORE, BE IT RESOLVED, that the corporation borrow [\$_____] [from _____ Lender]through a promissory note; that the annual interest rate of said note shall [not exceed] [be] [_____ %] _____ per cent per _____; that the note shall mature on the ____ day of _____ 20____; that the note shall be due and payable in full at the end of such period; and that the Loan shall be evidenced by the promissory note substantially in the form attached hereto as Exhibit A (the "Note").

RESOLVED FURTHER, that the President or the Treasurer of this corporation are hereby authorized, directed and empowered to execute, for and on behalf of the corporation, and in its name, any and all documents required in connection with the Loan, including but not limited to the Loan Agreement and the Note, substantially in the form attached hereto as Exhibit A, with such changes thereto as the person executing same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.

Director/Shareholder

Director/Shareholder

Director/Shareholder

Director/Shareholder

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary of _____, a _____ corporation and that the foregoing is a true and correct record of a resolution(s) duly adopted by the _____ of the Corporation on the _____ day of _____, 20 ____.

IN WITNESS WHEREOF, I have executed my name as Secretary on this _____ day of _____ 20 ____

Signature: _____

Secretary

Name: _____