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RESOLUTION OF APPOINTMENT

Name of Company: _____

Address: _____

RESOLVED THAT EFFECTIVE (DATE) _____ BAY CITY TRANSFER AGENCY & REGISTRAR INC. (BAY CITY) is hereby appointed Transfer Agent and Registrar for the shares set forth below to act in accordance with its general practice manual entitled BAY CITY Stock Transfer Manual submitted to, approved at this meeting, and incorporate herein by reference:

Class of Stock and Par Value

FURTHER RESOLVED, that BAY CITY TRANSFER AGENCY & REGISTRAR INC. shall be entitled to rely and act upon any written orders or directions regarding the Issuance or delivery of certificated for the above described shares signed by any of the following: Chairman of the Board, Chief Executive Officer, the President, any Vice President, treasurer, assistant treasurer, secretary, any assistant secretary of the Company, and:

Further RESOLVED, that the Secretary or Assistant Secretary of this company will file with BAY CITY a certified copy of these resolutions and will certify to BAY CITY from time to time the names of the officers of this Company authorized by these resolutions to act on the premises together with the specimen signature of such officers; and BAY CITY shall be entitled as against this Company to conclusively presume that the persons so certified as officers continue, respectively, to act as such and that each of the foregoing resolutions continue in force until otherwise notified in writing by the Secretary or other officer of this Company.

I, the undersigned, Secretary of the above named Company, do hereby certify the foregoing is a true copy of a resolution adopted by the Board of Directors of said Company on _____(DATE) at which a quorum was present and voted, and that said resolution is now in full force and effect:

AND I DO FURTHER CERTIFY:

That the authorized and issued stock of the Company is as follows:

Shares, Class of Stock, and Par value Authorized by the Articles of Incorporation	Total of such shares Issued and Outstanding
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If any of the above currently outstanding represent issued old or reclassified shares please so identify:

That of the shares authorize by the Articles of Incorporation but unissued, the following number of shares is reserved for the specific purpose shown (if none so indicate)

Class& Par Value	Number of Shares Reserved	Purpose
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The CUSIP number of the Issues: _____

The IRS identification number of the Company is _____
(copy of IRS Form is W-(is required for our files or IRS Form W-8 is Company is a foreign entity)

The Stock Symbol is _____

That the following persons are duly elected and qualified officers of the Company, presently holding the offices indicated, authorized to communicate with BAY CITY, and that their signatures shown below are genuine.

TITLE	SIGNATURE	NAME
Chairman of the Board	_____	_____
Chief Executive Officer	_____	_____
President	_____	_____
Vice-President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____
Other	_____	_____

WITNESS my hand and the seal (if any) of the Company this _____ day of _____ in the year _____.

Secretary