

Account Number _____

Corporate Resolution and Certification of Sole Officer/Sole Director

I, _____, hereby certify that I am the sole officer and
sole director of _____, a corporation duly

organized and existing under the laws of the State of _____, that the laws
of the said state expressly permit the same person to hold the offices of president,
secretary and director of a corporation, and that I presently hold those offices of the
corporation named above.

BE IT RESOLVED-THAT: I am hereby authorized to sell, assign, and endorse for
transfer, certification representing stocks, bonds, or other securities now registered and/or
hereafter registered in the name of this corporation.

I HEREBY CERTIFY THAT: the foregoing is a true copy of a resolution duly adopted
by the Board of Directors of said corporation at a meeting duly held the ____ day of
_____, _____ at which a quorum was present and voting, and the same has not
been repealed or amended, and remains in full force and effect and does not conflict with
the by-laws of said corporation.

IN WITNESS WHEREOF, I have executed this **Resolution and Certification** this
_____ day of _____, 20____, understanding that **Wilson-Davis & Co.,
Inc.** will rely upon this **Resolution and Certification** in accepting documents executed
by me in such dual capacities.

Corporate Seal

Signature

Type or print name of signer

_____ I hereby certify that there is no corporate seal
(Initials)