

Investment Certificate

Date: _____

Gentlemen:

In connection with this issuance of _____ shares of the capital stock of _____, the undersigned represents and warrants that said shares are acquired in good faith, for his own personal account, for investment purposes only and not with a view to the distribution, resale or other disposition thereof.

The undersigned further represents that he/she understands that the effect of the above representation is (i) that he/she does not now have in mind a present intent to sell or otherwise dispose of all or any part of the said shares upon the occurrence or non-occurrence of any pre-determined event; (ii) that the corporation is relying upon the truth and accuracy of such representations in allowing transfer of the said shares to him/her without having first registered the shares under the Securities Act of 1933, as amended; and (iii) that the corporation will not be required to further transfer any of the said shares unless and until it shall have received a written legal opinion of counsel who is recognized as an expert in SEC matters, stating that the said transfer and disposition is permissible under and does not violate any of the terms of the Securities Act of 1933, as amended, and the Rules and Regulations of the Securities and Exchange Commission promulgated there under, or a "no action" letter from such commission to such effect unless and until such shares are so registered.

The undersigned understands and agrees that the corporation intends to place "Stop-Transfer Orders" with its transfer agent against the transfer of certificates representing said shares which are unregistered and that the said certificates will have on the face thereof a legend substantially as follows:

The shares of stock represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be sold or otherwise transferred unless a compliance with the registration provisions of such act has been made or unless availability of an exemption from such registration provisions has been established, or unless sold pursuant to Rule 144 under the Securities Act of 1933.

The undersigned by himself or together with his advisor or advisors, has (have) such knowledge and experience in financial, business and tax matters that the undersigned is capable of evaluating the merits of the prospective investment in the Company and making an investment decision with respect to the Company; and the undersigned is able to bear the economic risk of this investment.

The undersigned has been given the opportunity to ask questions of and receive answers from the management of the Company or its representatives concerning the terms and conditions of this offering and other matters pertaining to this investment, and has been given the opportunity to obtain any additional information which the Company may possess or can acquire without unreasonable effort or expense that is necessary to verify the accuracy of the information given to him/her or it.

Further, the undersigned attests that this share(s) purchase are in compliance with the 4(1) exemption of the 1933 act if this purchase is in conjunction with an individual's sale or 4(2) of the same act if purchasing shares from the issuer Company.

The undersigned agrees to defend, indemnify and hold harmless the Company or any of its' respective officers, directors, agents or any other persons participation in the sale of Shares against any liability, cost or expenses arising as a result of any distribution of any of my shares of your stock by me in violation of the Securities Act of 1933, as amended.

Very Truly Yours,

Signature

Print Name

Address, City, State, Zip Code