

RESOLUTION OF DIRECTORS / CORPORATE RESOLUTION AUTHORIZING  
ISSUANCE OF CERTIFICATE TO REPLACE LOST, DESTROYED OR  
STOLEN CERTIFICATE WHERE NO BOND IS TO BE PLACED

WHEREAS, \_\_\_\_\_, City of \_\_\_\_\_,  
State of \_\_\_\_\_, is the owner of Certificate No.  
\_\_\_\_\_ for \_\_\_\_\_ shares of \_\_\_\_\_  
\_\_\_\_\_ capital stock of this Company, and has filed  
with the Company an affidavit alleging the \_\_\_\_\_ of the above  
mentioned certificate, and has asked that a duplicate of the same be  
issued and has proved to the satisfaction of the Board of  
Directors/corporate officers that such certificate has indeed been  
\_\_\_\_\_ and has agreed to indemnify the Company should such  
certificate ever be presented for transfer.

WHEREAS, the Company has determined that it is in its best  
interest that a new certificate should be issued to \_\_\_\_\_  
\_\_\_\_\_ without requiring surety bond at this time.

NOW THEREFORE, BE IT RESOLVED that the Company's Transfer Agent  
and Registrar, Fidelity Transfer Company is hereby directed to issue a  
duplicate certificate to \_\_\_\_\_ and deliver  
such certificate to him covering the \_\_\_\_\_ shares of  
\_\_\_\_\_ stock of the Company  
represented by original Certificate No. \_\_\_\_\_, and the  
Company's Registrar is hereby authorized, upon the issuance of the  
duplicate certificate to register the duplicate certificate hereby  
authorized in lieu of the original Certificate No. \_\_\_\_\_.

AND BE IT FURTHER RESOLVED, that said Transfer Agent in issuing  
this duplicate certificate shall be without liability to this Company  
and to any third parties for such action, and this Company shall and  
does hereby indemnify, protect and hold Fidelity Transfer Company  
harmless from any liability arising in connection with the reissuance  
of these securities.

AND BE IT FURTHER RESOLVED, that the Company shall authorize  
Fidelity Transfer Company to hold in reserve \_\_\_\_\_ shares  
of authorized, but unissued stock to be used at its' discretion should  
an adverse claim arise as a result of this cancellation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_