

CERTIFIED COPY OF RESOLUTION OF
BOARD OF DIRECTORS OF

- I. That JERSEY TRANSFER and TRUST COMPANY of Verona, New Jersey (hereinafter referred to as the "Trust Company") be and hereby is appointed Transfer Agent, and Registrar, of the Common Stock, and Purchase Warrants (if applicable) of this Corporation, Par value \$ (hereinafter sometimes referred to as "the Corporation").
- II. That the Trust Company be and hereby is authorized to issue and countersign certificates of said stock of this Corporation in such names and for such numbers of shares up to the full amount of such stock which is authorized but unissued and to deliver such certificates (when countersigned by the Registrar of the Corporation) as may be directed by resolution of the Board of Directors or by written order of the President or a Vice President and Secretary of Assistant Secretary or Treasurer and an opinion of counsel in form and substance satisfactory to it and such other documentation as it may require.
- III. That the Trust Company be and hereby is authorized to accept for transfer any outstanding certificates of said stock of this Corporation properly endorsed and stamped as required by law, and to issue and countersign new certificates for a like number of shares of the same class of stock in place thereof and to deliver such new certificates (when the same shall have been countersigned by the Registrar).
- IV. That the said Trust Company may use its own judgment in matters affecting its duties hereunder and shall be liable only for its own willful default or negligence, and that this Corporation indemnify and hold harmless the said Trust Company for each act done by it in good faith in reliance upon any instrument or stock certificate believed by it to be genuine and to be signed, counter-signed or executed by any person or persons authorized to sign, countersign or execute the same.
- V. That any certificates of the said stock issued and counter signed by the Trust Company shall bear the actual or facsimile signature of the present or any future President, or Vice President and Secretary of Treasurer and the actual or facsimile seal of this Corporation. Should any Officer die, resign or be removed from office prior to the issuance of any certificates of stock which

bear his signature, the Trust Company may continue, until written notice to the contrary is received, to issue such certificates as and for the stock certificates of this Corporation notwithstanding such death, resignation or removal, and such certificates when issued shall continue to be and to constitute valid certificates of stock of this Corporation.

- VI. That the Trust Company shall issue a new certificate or certificates of said stock in lieu of lost, destroyed or stolen certificates or certificates of such stock upon the order of the Corporation, evidenced by a certified copy of a resolution of the Board of Directors, or written direction of the President or a Vice-President of Secretary or Treasurer, and upon the giving of a bond satisfactory to the Trust Company, protecting it from any loss.
- VII. That the Trust Company is authorized and directed to open and maintain such ledgers and other books and to keep such records as may be required or deemed advisable in the performance of its agency.
- VIII. That this appointment and the authorizations contained in these resolutions shall cover and include any additional shares of said class of stock which may hereafter be authorized by this Corporation.
- IX. That when certificates of this Corporation's stock shall be presented to it for transfer, the Trust Company is hereby authorized to refuse to transfer the same until it is satisfied that the requested transfer is legally in order; and it shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized. The Trust Company may rely upon the New Jersey Uniform Commercial Code in effecting transfers, or delaying or refusing to effect transfers.
- X. That when the said Trust Company deems it expedient it may apply to this Corporation, or the counsel for this Corporation, or to its own counsel for instructions and advice; that this Corporation will promptly furnish or will cause its counsel to furnish such instructions and advice, and, for any action taken in accordance with such instructions or advice, or in case such instructions and advice shall not be promptly furnished as required by this

resolution, this Corporation will indemnify and hold harmless said Trust Company from any and all liability, including attorneys fees and court cost. The Trust Company may, at its discretion, but shall have no duty to prosecute or defend any action or suit arising out of authorizations hereby granted unless this Corporation shall, when requested, furnish it with funds or the equivalent to defray the costs of such prosecution or defense.

- XI. That the said Trust Company may deliver from time to time at its discretion, to this Corporation, for safekeeping or disposition by this Corporation in accordance with law, such records accumulated in the performance or its duties as it may deem expedient, and this Corporation assumes all responsibility for any failure thereafter to produce any paper, record or document so returned if, and when, required.
- XII. That the proper Officers of this Corporation be and they hereby are authorized and directed to deliver to the Trust Company a sufficient supply of blank stock certificates and to renew such supply from time to time upon request of the Transfer Agent and to pay the Trust Company its prevailing fees and reimburse it from disbursements incurred by it when and as the same are billed to this Corporation, which to the extent such fees and disbursements remain unpaid, hereby grants to the Trust Company a lien on the books, records and other property of this Corporation in the custody or possession of the Trust Company.
- XIII. That the Trust Company is hereby authorized without any further action on the part of this Corporation to appoint as successor Transfer Agent any Corporation or Company which may succeed to the transfer agency business of the Trust Company by merger, consolidation or otherwise (such Corporation or Company being hereinafter called the "Successor"); the Successor to have the same authority and appointment contained in this resolution as if this Corporation itself had appointed it Transfer Agent. Such Successor, it and when appointed, shall be the Agent of this Corporation, and not an Agent of the Trust Company.
- XIV. That the Secretary or Assistant Secretary be and they are hereby instructed to certify a copy of these resolutions under the seal of this Corporation and to lodge the same

with the Trust Company together with such certified documents, opinions of counsel, certificates, specimen signatures of officers and information as the Trust Company may require in connection with its duties, and immediately upon any change therein which might affect the Trust Company in its duties to give the Trust Company written notice thereof and to furnish such additional certified documents, certificates, specimen signatures of Officers and information as the Trust Company may require, it being understood and agreed that the Trust Company shall be fully protected and held harmless for the failure of this Corporation to give proper and sufficient notice of any such change.

- XV. That, in connection with the exercise of warrants, if any, the Trust Company shall act as escrow agent for the Corporation. The Trust Company is specifically authorized to accept checks made to the order of the Corporation or the Trust Company on behalf of the Corporation in payment for warrants being exercised and to forward cleared funds to the Corporation or its designated agent on the first and the fifteenth day of each month. The Corporation's escrow account with the Trust Company shall be not-interest bearing. The determination on when fund are deemed cleared shall be the Trust Company's designated commercial depository.
- XVI. That the said Trust Company be and it is hereby authorized and directed to deliver from time to time certain documents as requested or subpoenaed by various regulatory agencies (e.g. The U.S. Securities Exchange Commission, the Justice Department of the United States, or various State Agencies). All costs which be borne by the Corporation and copies of these documents, if any, shall be forwarded to the Company's counsel.
- XVII. That the Trust Company is hereby authorized to notify the Corporation that, when fees charged to the corporation is in arrears, the carrying charge on its debt should not exceed one and one half percent per month. Such charges will cease upon an agreement between the Corporation and the Trust Co. on a monthly payback or a settlement on the arrears.

XVII. That the Trust Company, when upon the Board of Directors of the Corporation authorizes the issuance of certificate(s), and after the issuance of said certificates the Corporation decides to effect a stop transfer on said certificate(s), and when the certificate(s) are presented to the Trust Company for transfer, the Trust Company, now faced with conflicting interests has the right to present said certificate(s) to the New Jersey courts for interpleading.

Corporate Officer:

Jersey Transfer and Trust Co.

Corporate Officer:

Dated:
