

**MINUTES OF MEETING
Of THE BOARD OF DIRECTORS
Of**

The undersigned, the Secretary of the above named corporation, incorporated under the laws of the State of Delaware does hereby certify:

At a meeting of the Board of Directors of the corporation or Limited Liability Company, duly called and held this day at One Commerce Center 1201 N. Orange Street Suite 723 Wilmington, DE 19801, county of New Castle, there being present the following, constituting a majority of the members of the board of directors:

_____ Director
_____ Director
_____ Director
_____ Director

the said directors took the following action, adopting the following resolutions which have not been modified or rescinded.

Resolved that the board of directors authorize, constitute, appoint and elect Robert Sandifer, to act as its Nominee Director and sole representative of the above named company solely for the purpose of obtaining a Federal Tax Identification Number from the Internal Revenue Service.

2. Neither the certificate of incorporation or certificate of formation nor the by-laws contain any special requirement as to the number of directors required to pass such resolutions.

3. The certificate of incorporation does not require any vote or consent of shareholders to authorize the above.

IN WITNESS WHEREOF, the Undersigned, has hereto affixed its hand this _____ day of _____ 200

Secretary or Managing Member

Approved by:

_____ Director or Member

_____ Director or Member