

CORPORATE RESOLUTION

Date: _____

Gentlemen:

The undersigned, Secretary of _____ (the "Corporation"), hereby certifies:

that the attached hereto is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation in accordance with law and the by-laws of the Corporation at a meeting held on _____, which resolutions are still in full force and effect on the date hereof;

that each of the persons named below, who are the persons empowered by the attached resolutions to act on behalf of the Corporation, is the duly elected and qualified incumbent in the office of the Corporation set opposite his name and the signature set opposite his name and the signature set opposite his name is his true and correct signature:

_____ Office	_____ Name	_____ Signature
_____ Office	_____ Name	_____ Signature

and that the Corporation is duly organized and is validly existing under the laws of the State and Country of _____ that its charter empowers the Corporation to transact the business defined in the resolutions a copy of which is attached hereto, and that no limitation has been imposed upon such resolutions by the by-laws of the Corporation or otherwise.

(SEAL)

(SECRETARY)

Countersigned by:

(PRESIDENT / VICE PRESIDENT)

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF

AT A MEETING HELD ON _____

RESOLVED

FIRST:

That _____ the, _____ or _____ the _____ of this corporation be, and each of them hereby is, authorized and empowered, for and on behalf of this corporation (hereinafter the Corporation"), to establish and maintain one or more accounts, which may be MARGIN accounts, with Lek Securities Corporation, (hereinafter the "Brokers") for the purpose of purchasing, investing in, or otherwise acquiring, selling (INCLUDING SHORT SALES), possessing, or turning to account of, or realizing upon, and generally dealing in and with any and all forms of securities, including, but not by way of limitations, shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, certificates of deposit, mortgages, chooses in action, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest, of any and every kind and nature whatsoever, secured or unsecured; likewise the authority and power hereby conferred extends to and includes all interests and rights, whether represented by trust, participation and/or certificates or otherwise.

The fullest authority at all times with respect to any such commitment or with respect to any transaction deemed by any of the said officers and or agents to be proper in connection therewith is hereby conferred, including (without limiting the generality of the foregoing) to give written or verbal instructions to the Brokers with respect to said securities; to borrow money and or securities, from or through the Brokers, and to secure repayment thereof with the property of the Corporation; to bind and obligate the Corporation to and for the carrying out of any contract, arrangement, or transaction which shall be entered into by any such officer and or agent for and on behalf of the Corporation with or through the Brokers; to pay in cash or by checks and or drafts drawn upon the funds of the Corporation such sums as may be necessary in connection with any of the said accounts; to deliver securities to the said Brokers; to order the transfer or delivery thereof to any other person whatsoever, and/or to order the transfer of record of any securities or titles, to any name selected by any of the said officers or agents; to affix the corporate seal to any documents or agreements, or otherwise; to endorse any securities or execute powers of attorney with respect thereto in order to pass title thereto; to direct the sales or exercise of any rights with respect to any securities; to sign for the corporation all releases, powers of attorney and/or other documents in connection with any such account, and to agree to any terms or conditions to control any such account; to direct the Brokers to surrender any securities to the proper agent or party for the purpose of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities; to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account, or considered desirable by such officer and / or agent with respect thereto.

SECOND:

That the Broker may deal with any and all of the persons directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Corporation directly.

THIRD:

That the Secretary of the Corporation be and he/she hereby is authorized, empowered and directed to certify under the seal of the Corporation, (the certificate to be countersigned by the President or any Vice-President of the Corporation) to the Brokers

- (a) a true copy of these resolutions
- (b) specimen signatures of each and every person by these resolutions empowered
- (c) a certificate (which, if required by the Brokers, shall be supported by an opinion of the general counsel of the Corporation, or other counsel of the Corporation, or other counsel satisfactory to the Brokers) that the Corporation is duly organized and is validly existing, that its charter empowers it to transact the business by these resolutions defined under the laws of _____ and that no limitation has been imposed upon such powers by the by-laws or otherwise,

FOURTH:

That the foregoing resolutions and the certificates actually furnished to the Brokers by the Secretary of the Corporation pursuant thereto be, and they hereby are, made irrevocable until written notice of the revocation thereof shall have been received by the Brokers.

FIFTH:

That the Brokers may rely upon the certified copy of the resolutions, specimen signatures, and certificate, as continuing fully effective unless and until the Brokers shall receive due written notice of change or rescission, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the failure to supply any specimen signature invalidate any transaction where the party authorizing the same has been actually empowered thereto by or in conformity with these resolutions

SIXTH:

That in the event of any change in the office or powers of persons hereby empowered, the Secretary shall certify such changes to the Brokers in writing in the manner hereinabove provided, which notification when received, shall be adequate both to terminate the powers of persons theretofore authorized, and to empower the persons thereby substituted or added.