

CERTIFICATE OF CORPORATE RESOLUTION OF

_____, a California Corporation

A Meeting of the Board of Directors was duly and regularly held the ____ day of _____, 2011, at which were present each and all of the members of the Board of Directors of said Corporation: due and proper notice, purpose and call of said meeting was given.

Upon motion, second and unanimous vote of said Board of Directors, the following resolutions were duly and regularly passed:

RESOLVED: That the President and/or Secretary, _____ and/or _____, respectively, are authorized to sign for and on behalf of said Corporation, the Escrow Instructions drawn by _____ and thereby bind the said Corporation as its authorized act, and to make, execute and deliver, on behalf of said Corporation, all instruments arising out of said Escrow Instructions in compliance therewith;

RESOLVED: That said Corporation by and through its Board of Directors ratifies, approves, confirms and adopts the said Escrow Instructions drawn in Escrow No. _____, in the above-named Escrow or Title Company, and each and all of the terms and conditions thereof and any and all amendments thereof and accepts the same as though done by the Corporation itself and authorizes the above names Officer(s) to make, execute and deliver any and all instruments in compliance with said Escrow Instructions for and on behalf of said Corporation.

DATED: This ____ day of _____, 2011.

_____, a California Corporation

By: _____

Name: _____, President

The undersigned Secretary hereby represents that the above and forgoing is accurate and true and certifies to the same.

By: _____

Name: _____, Secretary