

CORPORATE RESOLUTION

I, _____,
Secretary of _____,
a _____ Corporation (“Corporation”), do hereby
certify that the following is a true and correct copy of the resolution adopted by the Board of
Directors/Shareholders of the Corporation on _____,
and that this resolution has not been revoked by any subsequent action of the Board of
Directors/Shareholders of the Corporation, but is still in full force and effect:

“Be it resolved that _____,
the _____ of the Corporation, is hereby
authorized and directed, with full and complete authority, to perform any
necessary act to list for sale, lease or exchange certain assets (as further defined in
the Exclusive Listing Agreement) of the Corporation.”

Secretary