

UNIFORM FORM OF CORPORATE RESOLUTION

(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this corporation that it be registered as a broker-dealer, investment adviser or issuer-dealer in the State of New Hampshire; that the president or any vice-president or the secretary or assistant secretary hereby are authorized to determine the states in which appropriate action shall be taken to register this corporation as a broker-dealer, investment adviser or issuer-dealer as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of such attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this corporation and the approval and ratification by this corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certified that he/she is the
of _____, a corporation organized and existing under the laws of
the State _____, and that the foregoing is a true and correct copy of a resolution
duly adopted at a meeting of the Board of Directors of said corporation held on the
day of _____, _____, at which a quorum was at times present and acting; that
the passage of said resolution is in full force and effect.

Dated this _____, day of _____, _____.

(Signature of Authorized Officer)

(Print Name & Title)

(CORPORATE SEAL)