

**RESOLUTIONS OF THE DIRECTORS OF
«CORPORATION»
(the "Corporation")**

BY-LAW NUMBER ONE

BE IT RESOLVED THAT By-Law Number One, being a general by-law relating to the conduct of the business and affairs of the Corporation, in the form initialled by the directors for identification, is hereby made and enacted as a by-law of the Corporation.

FORMS OF SHARE CERTIFICATES

BE IT RESOLVED THAT the forms of share certificates annexed hereto are hereby adopted for use with respect to the Class _____ shares in the capital of the Corporation.

ISSUE OF SHARES

WHEREAS the Corporation has received the following subscriptions for shares in the capital of the Corporation:

<u>Name</u>	<u>Number of shares</u>	<u>Subscription Price</u>
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BE IT RESOLVED THAT the Corporation issue shares in the capital of the Corporation, as set out in the said subscriptions.

APPOINTMENT OF OFFICER

BE IT RESOLVED THAT _____ is hereby appointed President and Secretary of the Corporation, to hold office at the pleasure of the Board.

CONTRACT SIGNING AUTHORITY

BE IT RESOLVED THAT the President is hereby authorized on behalf, of the Corporation, to execute and deliver contracts, documents or instruments in writing including deeds, mortgages, charges, conveyances, transfers and assignments of property of all kinds including specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities (all collectively hereinafter referred to as "Agreements").

THIS IS A 2-PAGE FORM.