

Corporate Authorization Resolution

I, _____, the undersigned Secretary of _____(the Entity) Tax Identification # _____(the Entity) hereby certify that: The entity is duly organized under the laws of the State of _____ and the following is true, accurate and complete transcript of a resolution contained in the minute book of the Board of Directors of said Corporation or Entity duly held on the _____ day of _____ 20__ at which meeting there was present and acting throughout a quorum authorized to transact business hereinafter described, and that the proceeding of said meeting were in accordance with the charter and by-laws of said Corporation or Entity and that said resolution have not been amended or revoked and are in full force and effect:

Resolved, that _____(name), _____ (title) of the Corporation or Entity be hereby authorized and empowered to sign any and all documents on behalf of said Corporation or Entity, and take such steps, and do such other acts and things, as in his or her judgement may be necessary, and appropriate or desirable in connection with any proposal submitted to or any contact entered into with Young America Capital, LLC and, _____.

Resolved, that any and all transactions by and of the officers of representatives of the Corporation or Entity, in its name and for its account with Young America Capital prior to the adoption of these resolutions be, and they are hereby, ratified and approved for all purposes.

Witness my hand and seal of the Corporation or Entity this day of _____, 20__.

Officer, Secretary, Managing Director