

**MINUTES OF FIRST MEETING OF SHAREHOLDERS
OF**

The first meeting of the Shareholders of _____
_____ (the "Corporation") was held on the date and time and
at the place set forth in the written waiver of notice signed by the Shareholders, fixing
such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President, heretofore elected by the
Board of Directors. There were present at the meeting

being all the Shareholders of the Corporation.

There were presented to the meeting: a copy of the Articles of
Incorporation of the Corporation; a copy of the Bylaws of the Corporation, duly adopted
by the Incorporator of the Corporation; the Resolutions adopted by the Incorporator of
the Corporation; the minutes of the First Meeting of the Board of Directors; the corporate
certificate book; and the corporate certificate record book.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that a copy of the Articles of Incorporation of the
Corporation, a copy of the Bylaws of the Corporation, the Resolutions
adopted by the Incorporator, the minutes of the First Meeting of the Board
of Directors, the corporate certificate book, and the corporate certificate
record book have been examined by all Shareholders, and are all approved
and adopted, and that all acts taken and decisions reached, as set forth in
said documents, be, and they hereby are, ratified and approved by the
Shareholders of the Corporation.

There being no further business to come before the meeting, upon motion
duly made, seconded and unanimously carried, the meeting was adjourned.

Secretary