

CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS  
OF

\_\_\_\_\_  
(Enter name of corporation)

\_\_\_\_\_  
(Date)

A Special Meeting of the Board of Directors of the above-named corporation (the "corporation") was held on the above date at the offices of the corporation, at which the following resolution was adopted:

WHEREAS, the corporation desires to enter into a financial arrangement with 21<sup>st</sup> CAPITAL CORP., a California corporation ("21<sup>st</sup>") pursuant to which the corporation will execute an Assignment of Contract Proceeds with 21<sup>st</sup> regarding the following contract/purchase order:

Date Issued	Issuing Agency	Contract/Purchase Order No.	Amount
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THEREFORE, it is resolved that the below-named individuals are authorized and instructed to execute the Assignment of Contract Proceeds on behalf of the corporation, assigning the proceeds of said contract/purchase orders to 21<sup>st</sup>.

Authorized signers:

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Name)

Dated:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)  
Secretary