

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 21st CAPITAL CORP., a California corporation ("21st") pursuant to which the corporation will execute an Assignment of Contract Proceeds with 21st regarding the following contract/purchase order:

| Date Issued | Issuing Agency | Contract/Purchase Order No. | Amount |
|-------------|----------------|-----------------------------|--------|
|-------------|----------------|-----------------------------|--------|

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 21st.

Authorized signers:

(Name)

(Name)

Dated:

(Signature)

(Name)
Secretary