

Action of Incorporator

of

[COMPANY NAME]

[DATE]

The undersigned, being the sole Incorporator of [COMPANY NAME], a Delaware corporation (the "Company"), hereby adopts the following resolutions pursuant to Section 108(a) of the General Corporation Law of Delaware with respect to the initial organization of the corporation:

1. Adoption of Certificate of Incorporation

RESOLVED: That the Certificate of Incorporation attached as Exhibit A to this Action by Incorporator is hereby adopted as the Certificate of Incorporation for the Company and that the Certificate of Incorporation has been filed with the Delaware Department of State.

2. Adoption of Bylaws

RESOLVED: That the Bylaws attached as Exhibit B to this Action by Incorporator are hereby adopted as the Bylaws of the Company.

RESOLVED FURTHER: That the Secretary of the Company is hereby authorized and directed to execute a certificate of the adoption of the Bylaws and insert it into the Company's Minute Book and that the officers of the Company are ordered to maintain a copy of the Bylaws in the Company's principal office for the transaction of its business is open for inspection by the stockholders at all reasonable times during office hours.

3. Election of Directors

RESOLVED: That the following individuals are hereby appointed as directors of the Company and will serve as directors until their successors are duly elected and qualified:

[NAME OF DIRECTOR 1]

[NAME OF DIRECTOR 2]

[NAME OF DIRECTOR 3]

4. Resignation of Sole Incorporator

RESOLVED: That the undersigned Sole Incorporator of the Company has taken all actions necessary and appropriate in connection with the incorporation of the Corporation and hereby resigns as the Sole Incorporator to the Board of Directors as constituted above.

This Action of Incorporator shall be filed in the Minute Book of the Company and shall be effective as of the date first written above.

[INCORPORATOR NAME], Incorporator