**CERTIFIED COPY OF RESOLUTIONS OF THE BOARD OF DIRECTORS**

THIS IS TO CERTIFY that I am the Secretary of , a corporation duly organized and existing under the laws of the Commonwealth of Virginia (the Corporation); that the Corporation is in good standing; that I am the official custodian of certain records of the Corporation, including the Articles of Incorporation, Bylaws and Minutes of the meetings of the Board of Directors of the Corporation; and, that the following is a true, accurate and compared transcript of the Resolutions entered into the Minute Book of the Corporation, duly adopted at a meeting of the Board of Directors of the Corporation held on , 199 , at which meeting there was present and acting throughout, a quorum authorized to transact the business hereinafter described:

RESOLVED,

FURTHER RESOLVED, that the officers referred to in the foregoing Resolutions are as follows:

FURTHER RESOLVED, that the Secretary be and is authorized and empowered to certify a copy of these Resolutions to such person or persons as the Secretary may deem to be entitled thereto.

AND THIS IS TO CERTIFY FURTHER, that the proceedings of said meeting were in accordance with the Articles of Incorporation and Bylaws of the Corporation, that the foregoing Resolutions are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation, and that they have not been modified, amended or revoked and are still in full force and effect.

AND THIS IS TO CERTIFY FURTHER, that each officer named above was duly elected or appointed pursuant to the Articles of Incorporation and Bylaws of the Corporation and held the office set forth immediately after his or her name prior to the date of the meeting of the Board of Directors of the Corporation, at which the aforesaid Resolutions were duly adopted, and continues to hold said office on the date hereof.

AND THIS IS TO CERTIFY FURTHER, that the seal impressed below, opposite my signature, is the duly legally adopted and official seal of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation, this day of , 20\_\_ .

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Secretary