

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

In accordance with Section 141(f) of the Delaware General Corporation Law (the “DGCL”) and the Bylaws of _____ Inc., a Delaware corporation (the “Company”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “Board”), hereby take the following actions and adopt the following resolutions by unanimous written consent without a meeting:

1. Credit Agreement

WHEREAS: The Board believes it is in the best interests of the Company and its stockholders to temporarily enter into a credit agreement (the “Credit Agreement”) with a third party lender so as to provide for liquidity for the Company operations;

RESOLVED: That upon consideration of all facts that the Board deems relevant, and in good faith, the Credit Agreement in the form hereto attached as Exhibit A is hereby approved and ratified.

2. Omnibus Resolution

RESOLVED: That the officers of the Company are hereby authorized and directed, on behalf and in the name of the Company, to make all such arrangements, to do and perform all such acts and things, including, without limitation, soliciting appropriate consents or waivers from stockholders, and to execute and deliver all such instruments, certificates and other documents as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions and the transactions contemplated thereby and the undersigned hereby ratify and confirm any and all actions taken heretofore and hereafter by such officers to accomplish such purposes.

[Signature Page Follows]

In accordance with the Company's Bylaws, this action may be executed in writing, or consented to by electronic transmission, in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same action.

The consent of the undersigned shall be effective immediately upon the election of the undersigned as directors of the corporation; provided, however, that if such event has already occurred before the time of execution of this consent by the undersigned, then this consent shall be effective immediately. This consent shall be deemed revoked if it has not become effective within 60 days of the Actual Date of Signature below, which Actual Date of Signature is the date on which provision for the effectiveness of this consent has been made.

Dated: _____

Dated: _____

Dated: _____

Exhibit A
Credit Agreement