

Resolution to Factor Accounts Receivable

WHEREAS, it is advisable for the Corporation to raise capital, and WHEREAS, it is in the best interests of the Corporation to raise said capital through factoring of its accounts receivable, be it:

RESOLVED, to factor and assign from time to time all or any part of the accounts receivable of the Corporation to _____, pursuant to the terms of a factoring agreement as annexed hereto,

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of _____,

A corporation duly formed pursuant to the laws of the state of _____

And that the foregoing is a true record of a resolution duly adopted at a meeting of the

_____ and that said meeting was held in

accordance with state law and the Bylaws of the above-named Corporation on

_____, and that said resolution is now in full force and effect

without modification or rescission.

As witness, I have executed my name as Secretary and have affixed the corporate seal of the above-named Corporation this _____ day of _____, _____.

Signature of Secretary

Printed Name of Secretary