

WAIVER OF NOTICE AND CONSENT
TO HOLDING OF FIRST MEETING OF
INCORPORATORS AND DIRECTORS OF

A California Corporation

We, the undersigned, being all of the Incorporators or initial directors named in the Articles of Incorporation of the above-named California corporation duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on _____, _____, and desiring to hold the first meeting of the Incorporators and Directors of said corporation for the purpose of completing the organization of its affairs, DO HEREBY WAIVE NOTICE of said meeting, and CONSENT to the holding thereof at _____, in the City of _____, State of California, ZIP _____, on this day of _____, at _____ o'clock in the ____ M. of said day. The meeting is to be held for the following purposes:

- (a) Adoption of Bylaws for the corporation
- (b) Election of Officers
- (c) Adoption of Corporate Seal
- (d) Adoption of Share Certificates
- (e) Authorization for payment of organizational expenses
- (f) Adoption of Accounting Year
- (g) Adoption of Principal Executive Office
- (h) Authorization for Officers to contract on behalf of the corporation
- (i) Opening of Corporate Bank Account(s) and Authorization of Officer(s) to execute checks on behalf of the corporation
- (j) Issuance of Share Certificates of the corporation
- (k) Qualification of shares under I.R.C. Section 1244
- (l) Such other business as may properly come before the meeting.

The undersigned agree(s) that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though such meeting were held after notice duly given.

Witness the below signature(s) on this day,

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MINUTES OF FIRST ORGANIZATIONAL MEETING
OF INCORPORATORS AND INITIAL DIRECTORS OF

A California Corporation

The undersigned, being the Incorporator(s) named in the Articles of Incorporation of the above-named California corporation, duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on the _____ day of _____, _____, and desiring to hold the first organizational meeting for the purpose of completing the organization of its affairs, in accordance with the powers conferred upon Incorporators by Section 210 of the General Corporation Law, held such meeting at _____, in the City of _____, California, ZIP _____ on the _____ day of _____, _____, at _____ o'clock in the _____.M. of said day.

Present at this session of the meeting:

being the Incorporator(s) of said corporation named in its Articles of Incorporation.

Also present:

On motion and by unanimous vote, _____ was elected temporary Chairperson, and _____ was elected temporary Secretary of the meeting.

ARTICLES OF INCORPORATION FILED

The Temporary Chairperson stated that the original Articles of Incorporation of the corporation had been filed in the office of the California Secretary of State, and had been assigned the following filing date and State Corporation filing number:

Filing Date:

Official Filing Number:

The Chairperson presented to the meeting a certified copy of said Articles of Incorporation, showing filings as stated and the Temporary Secretary was directed to insert said copy in the Book of Minutes of the corporation.

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BYLAWS

The matter of the adoption of Bylaws for the regulation of the affairs of the corporation was next considered. The temporary secretary presented to the meeting a form of Bylaws which were duly considered and discussed. On motion duly made and unanimously carried, the following resolutions were adopted:

RESOLVED: That the Bylaws presented to this meeting and discussed thereat be, and the same hereby are, adopted as and for Bylaws of this corporation.

RESOLVED FURTHER: That the temporary secretary of this corporation be and hereby is authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the Book of Minutes of this corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation, in accordance with Section 213 of the California Corporations Code.

ELECTION OF DIRECTORS

The temporary Chairperson stated that the Bylaws adopted by the Corporation provide that the number of Directors shall be _____.

He advised that the Incorporator(s) on motion and by unanimous vote had elected the following person(s) as the first Director(s) of the corporation to serve until successors are duly elected pursuant to the Bylaws, or until resignation or removal, as the case may be, and effective upon their acceptance of their position, to exercise the powers of further organization and direction of the corporation. Each of the newly elected Directors signified acceptance:

DIRECTOR'S NAME AND ADDRESS

SIGNATURE

DATE

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RESIGNATION OF INCORPORATOR(S)

The meeting continued. Present at this session of said meeting, in addition to the Incorporator(s) was/were

the Director(s) duly elected herein. In the interests of maintaining continuity of action, the Director(s) waived notice of said organizational meeting and the meeting then proceeded further.

The temporary Chairperson advised that the Incorporator(s) having completed the necessary steps in organizing the corporation and having elected the appropriate number of Director(s) to carry forward the management of the corporation now wished to resign:

The undersigned Incorporator(s) hereby resign:

The temporary Chairperson stated that the Incorporator's tasks had now been accomplished and upon motion duly made and recorded, said resignations were accepted.

WAIVER

The temporary Chairperson announced that the meeting was held pursuant to written Waiver of Notice and Consent thereto and was signed by all of the participants and upon motion made and unanimously carried, was made a part of the records of the meeting, and now precedes the minutes of this meeting in the Book of Minutes of the corporation.

ELECTION OF OFFICERS

The meeting then proceeded to the election of officers. The following were duly elected to the offices indicated after the names of each:

, President

, Vice President

, Secretary

, Chief Financial Officer

Each officer so elected being present accepted his office, and thereafter, the president presided at the meeting as Chairperson, and the secretary acted as secretary of the

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meeting.

CORPORATE SEAL

The secretary presented for approval of the meeting a proposed seal of the corporation, consisting of two concentric circles with the name of the corporation in one circle and the words and figures in the form as follows:

(SEAL)

On motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED: That the corporate seal, in the form, words and figures presented to this meeting be, and the same hereby is, adopted as the seal of this corporation.

SHARE CERTIFICATE

The secretary presented to the meeting a proposed form of share certificate for use by the corporation. On motion duly made and unanimously carried, said form of share certificate was approved and adopted, and the secretary was instructed to insert a copy thereof in the Book of Minutes immediately following the minutes of the meeting.

ORGANIZATIONAL EXPENSES

In order to provide for the payment of expenses of incorporation and organization of the corporation, on motion duly made and unanimously carried, the following resolution was adopted:

RESOLVED: That the President or Vice President and the Chief Financial Officer of this corporation be, and they hereby are authorized and directed to pay the expenses of incorporation and organization of this corporation.

ACCOUNTING YEAR

The Chairperson suggested that the meeting consider the adoption of an accounting year, either fiscal or calendar, so that the Franchise Tax Board could be notified thereof. On motion duly made, seconded and unanimously carried, the following resolution was adopted:

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RESOLVED: That this corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS:

DATE ACCOUNTING YEAR ENDS:

PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution, adopted, on motion duly made, seconded and unanimously carried:

RESOLVED: That _____,
City of _____,
California, ZIP _____ be and the same hereby is
designated and fixed as the principal office for
the transaction of the business of this corporation
in the County of _____, State of
California.

OFFICERS AUTHORIZED TO CONTRACT

To authorize the officers to contract and obligate the corporation, in the ordinary course of business, the following resolution was, upon motion duly made, seconded and carried, adopted:

RESOLVED: That the following officers be, and the same hereby are authorized to sign contracts and obligations on behalf of the corporation:

BANK RESOLUTION

To provide for a depository for the funds of the corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were duly adopted:

RESOLVED: that the funds of this corporation be deposited with:

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said Bank of such action by the Board of Directors of this corporation, _____ be, and hereby is/are authorized, _____
(Insert: Any One Acting Alone, Acting Together, Any Two Acting Together, etc., as the case may be), to execute all checks, drafts and other instruments obligating this corporation to pay money, and to withdraw funds on deposit on behalf of the corporation.

RESOLVED FURTHER: that said persons are hereby authorized to execute on behalf of the corporation such agreements and papers required by said bank to open the corporate account.

ISSUANCE OF SHARES UNDER LIMITED OFFERING EXEMPTION

As the next order of business, the chairperson suggested that the meeting consider the issuance of the capital stock of the corporation and stated that Section 25102(f) of the California Corporations Code provides for a limited offering exemption if certain qualifications are met and set forth in the notice form required by the Commissioner of Corporations. The Chair advised that this would facilitate this stock issuance.

Upon motion duly made, seconded and carried, the following resolutions were adopted:

RESOLVED: That any offer or sale of any security in the corporation shall meet each of the following criteria:

(1) Sales of the security are not made to more than 35 persons, including persons not in this state.

(2) All purchasers either have a preexisting personal or business relationship with the offeror or any of its partners, officers, directors or controlling persons, or by reason of their business or financial experience or the business or financial experience of their professional advisors who are unaffiliated with and who are not compensated by the issuer or any affiliate or selling agent of the issuer, directly or indirectly, could be reasonably assumed to have the capacity to protect their own interests in connection with the transaction.

(3) Each purchaser represents that the purchaser is purchasing for the purchaser's own account (or a trust account if the purchaser is a trustee) and not with a view to or for sale in connection with any distribution of the security.

(4) The offer and sale of the security is not accomplished by the publication of any advertisement.

SALE OF SHARES

WHEREAS, this corporation is authorized in its Articles of Incorporation to issue shares of stock as follows:

_____ Shares

WHEREAS, it is deemed to be to the best interests of this corporation that _____ Shares of its capital stock be issued and sold in the following manner:

<u>Name of Issuees</u>	<u>No. of Shares and Class</u>	<u>Consideration</u>
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NOW THEREFORE, BE IT RESOLVED: That the president or vice president(s) and the secretary of this corporation be, and they hereby are authorized and instructed to issue and sell the shares of stock of this corporation above authorized to be issued and sold hereby, for the consideration stated, and in compliance with all of the terms and conditions of Section 25102(f) of the California Corporations Code, and

BE IT FURTHER RESOLVED: That the directors and officers of this corporation be and they hereby are authorized and directed to prepare, or cause to be prepared, verify and file, or cause to be filed, on behalf of this corporation, a notice to the California Commissioner of Corporations notifying said Commissioner of Corporations as required by law, a copy of said Notice shall be inserted in the Minute Book of this corporation.

LOSSES ON SMALL BUSINESS STOCK

The meeting next considered the advisability of adopting a plan to qualify the shares of the corporation so as to enable the shareholders to obtain more favorable loss treatment for tax purposes in the event such stock suffers full loss or is sold at a loss. After discussion, and upon motion duly made, seconded, and carried, the following resolution was adopted:

RESOLVED: That the corporation shall and hereby does adopt the following plan to qualify under Section 1244 of the Internal Revenue Code.

1. Qualification as a Small Business Corporation:

(a) The amount of stock proposed to be issued under this plan plus the aggregate of money and other property received by the corporation for its stock as a contribution to capital and as a paid-in surplus, does not exceed \$1,000,000; and

(b) The corporation has not heretofore received any gross receipts from any sources, and contemplates that in the future more than 50% of its aggregate gross receipts will be from sources other than royalties, rents, dividends, interest, annuities, and sales or exchanges of stock or securities.

(c) This plan is adopted before or contemporaneously with the investment of funds and attainment of shareholder's status by the investors.

2. Plan.

(a) Stock shall be issued only pursuant to this plan and shall be issued for the same price per share and only for money or cancellation of indebtedness or other property (other than stock or securities) as provided in Internal Revenue Code Section 1244.

(b) The aggregate amount of stock which may be offered under this plan is as follows:

Number of Shares

Total Price

(c) Such stock shall be offered for a period ending not later than two years after the date upon which this plan is adopted or within such other period as may be provided in Section 1244 by amendment thereto.

(d) No portion of a prior offering is outstanding.

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MISCELLANEOUS BUSINESS

The Chairperson then asked if there was any other business to come before the meeting.

ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Temporary Chairperson'

President and Chairperson'

Attest:

Temporary Secretary'

Secretary'

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