

STATEMENT OF ACTION OF DIRECTORS OF

[INSERT NAME OF CORPORATION]

A CALIFORNIA CORPORATION

IN LIEU OF ANNUAL MEETING

Pursuant to its Bylaws and Section 307(b) of the California General Corporation Law, the undersigned, being all of the directors of [insert name of corporation], a California corporation ("Corporation"), do hereby consent to the following actions being taken by the Corporation, effective as of [insert date] in lieu of the annual meeting:

1. Election of Officers. RESOLVED, that the following named individuals are hereby elected officers of the Corporation, until the next annual meeting of directors, or until their successors are elected:

[insert names of officers]

2. Specific Actions Taken for Prior Year. RESOLVED, that [insert description of any actions taken that are listed on the Checklist of Actions Requiring Director Approval.]

3. Actions Taken Generally for Prior Year. RESOLVED, that the undersigned hereby ratify, approve and confirm all of the actions taken by the officers of the Corporation, on behalf of the Corporation for the preceding year, for the general conduct of the Corporation's business.

Each of the undersigned, being all of the directors of the Corporation, consent to the above actions.

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[insert name of Director]

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[insert name of Director]