

**LIMITED LIABILITY COMPANY CERTIFICATION**

**THE UNDERSIGNED**, being a manager of \_\_\_\_\_  
(name of limited liability company, hereinafter referred to as the "LLC"), a limited  
company formed and existing under the laws of the state of \_\_\_\_\_  
(state of formation), here by confirms and affirms as follows:

1. Pursuant to the terms of the Articles of Organization and the Operating Agreement of the LLC, any one or more of the managers of the LLC is authorized to sell, assign, transfer and deliver any and all shares of stock, bonds, debentures, notes, evidences of interest, evidence of indebtedness and other obligations and securities now or hereafter held by this LLC, in its own right or in any fiduciary capacity, and to execute and deliver any and all instruments necessary, proper or desirable for the purpose.
  
2. The names of each manager authorized to act on he half of the LLC in connection with the matters set forth in paragraph 1 above are as follows:

| <u>Name of Manager</u> | <u>Signature</u> |
|------------------------|------------------|
|                        |                  |
|                        |                  |
|                        |                  |

3. The undersigned is duly authorized to make this certification for and on behalf of the LLC and any transfer agent, registrar or issue of securities to Whom this Certification is delivered may rely upon the statements herein until such time as written notice or any change, amendment or cancellation thereof shall have been received by such transfer agent, registrar or issuer of securities.
  
4. Nothing state herein is contrary to any provision contained in the Articles of Organization, the Operating Agreement or any other controlling instrument or document pertaining to the limited liability company referenced herein.

EXECUTED as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

|           |       |
|-----------|-------|
| Signature | Title |
|-----------|-------|