STOCK CERTIFICATE

Corporation: _____

Certificate No. _____ Number of shares: _____ Class (and series): _____

Incorporated under the laws of the State of _____ Par value: _____ per share [ ] Without par value

1. CERTIFICATE

This certifies that _____ (and _____, as [ ] joint tenants with right of survivorship [ ] tenants in common) is the registered owner of _____ [ ] fully paid and nonassessable [ ] partly paid shares of the _____ stock of _____, a _____ corporation (the "Corporation").

The shares are transferable only on the books of the Corporation, by the registered holder in person or by an attorney-in-fact authorized in writing, on surrender of this Certificate properly endorsed or accompanied by a signed assignment, and only in compliance with any restrictions stated on this Certificate.

This Certificate and the shares it represents are subject to the Corporation's articles or certificate of incorporation and its bylaws, each as amended from time to time.

(If partly paid) THE SHARES ARE NOT FULLY PAID. THE TOTAL CONSIDERATION TO BE PAID FOR THEM IS _____, OF WHICH _____ HAS BEEN PAID.

(If the Corporation may issue more than one class or series) The Corporation will furnish to any shareholder, on request and without charge, a full statement of the designations, preferences, limitations and relative rights of each class and series of stock it is authorized to issue.

2. RESTRICTIVE LEGENDS (CHECK THOSE THAT APPLY)

[ ] THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY STATE SECURITIES LAW, AND MAY NOT BE SOLD, PLEDGED OR OTHERWISE TRANSFERRED UNLESS THEY ARE REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

[ ] THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTIONS ON TRANSFER SET OUT IN _____, A COPY OF WHICH IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

[ ] THE CORPORATION HAS ELECTED S CORPORATION STATUS. THESE SHARES ARE SUBJECT TO TRANSFER RESTRICTIONS INTENDED TO PRESERVE THAT ELECTION.

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3. SIGNATURES

In witness whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers on _____.

Officer title: _____ Officer title: _____ (Corporate seal, if any)

SIGNATURES

Officer

Signature: _____ Date: _____

Printed Name: _____

Officer

Signature: _____ Date: _____

Printed Name: _____

ASSIGNMENT AND STOCK POWER

For value received, the undersigned registered holder of Certificate No. _____ sells, assigns and transfers to _____, whose taxpayer identification number is _____, _____ shares of the _____ stock of _____ represented by that Certificate, and irrevocably appoints _____ as attorney-in-fact to transfer those shares on the books of the Corporation, with full power of substitution.

Date: _____ Signature of registered holder: _____ Printed name: _____

Signature guaranteed by (if required): _____

Note: state law sets who must sign a stock certificate. Delaware requires any two authorized officers (Del. Code tit. 8 § 158). California and New York require one officer from each of two listed groups (Cal. Corp. Code § 416(a); N.Y. Bus. Corp. Law § 508(a)).

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