

STOCK CERTIFICATE

Stock Certificate No.: _____

Shares
Stock

INCORPORATED UNDER THE LAWS OF THE STATE OF _____

This Certificate and the shares represented hereby are issued and shall be held subject to all the provisions of the Certificate of Incorporation and the Bylaws of the Company and any amendments thereto, copies of which are on files at the principal office of the Company and made a part hereof as fully as though the provisions of said Certificate of Incorporation and Bylaws were imprinted in full on this certificate, to all of which the holder of this certificate by acceptance hereof, assents.

A statement of all of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes and/or series of shares of stock of the Company and upon the holders thereof may be obtained by any stockholder upon request and without charges, at the principal office of the Company, and the Company shall furnish any stockholder, upon request and without charge, a copy of such statement.

IN WITNESS THEREOF, the Company has caused this certificate to be signed by its duly authorized officers on _____.

_____, *President*

_____, *Secretary*

TRANSFER SECTION

For the value received _____ do hereby sell, assign and transfer unto _____ the designated shares of stock represented by herein contained stock certificate and does hereby irrevocably constitute and authorize the Secretary of _____, to transfer said shares listed on the books of the corporation.

DATE _____

NOTICE: THE SIGNATURE ON THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED OR PLEDGED IN THE ABSENCE OF SUCH REGISTRATION UNLESS THE COMPANY RECEIVES AN OPINION OF COUNSEL REASONABLY ACCEPTABLE TO IT STATING THAT SUCH SALE OR TRANSFER IS EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF SAID ACT. COPIES OF THE AGREEMENT, IF ANY, COVERING THE PURCHASE OF THESE SHARES AND RESTRICTING THEIR TRANSFER MAY BE OBTAINED AT NO COST BY WRITTEN REQUEST MADE BY THE HOLDER OF RECORD OF THIS CERTIFICATE TO THE SECRETARY OF THE CORPORATION AT THE PRINCIPAL EXECUTIVE OFFICES OF THE CORPORATION.

THE STOCKS REFERENCED HEREIN ARE SUBJECT TO THE TERMS AND CONDITIONS OF AN AGREEMENT BY AND AMONG THE COMPANY AND THE STOCKHOLDERS OF THE COMPANY, A COPY OF WHICH IS ON FILE WITH AND MAY BE OBTAINED FROM THE SECRETARY OF THE COMPANY AT NO CHARGE, WHICH PLACES CERTAIN RESTRICTIONS ON THE STOCKS REFERENCED HEREIN. ANY PERSON ACCEPTING ANY INTEREST IN SUCH STOCK SHALL BE DEEMED TO AGREE TO AND SHALL BECOME BOUND BY ALL THE PROVISIONS OF SAID AGREEMENT.