Print Form

FIRST AMERICAN STOCK TRANSFER, INC.

706 EAST BELL ROAD, SUITE #202

PHOENIX, ARIZONA 85022

(602) 485-1346

FIRST AMERICAN STOCK TRANSFER MANUAL FOR THE TRANSFER AND REGISRATION OF STOCK CERTIFICATES

Print Form Submit by Email

TRANSFER AGENT
INSTRUCTIONS FOR APPOINTIVE DOCUMENTATION AND PROCEDURES

Appointive Resolution

Our form of Appointment Resolution is enclosed. Unless the appointment is to be limited, the word "All" should be entered under "Shares Covered by the Appointment."

Manual and Documents to be filed with First American Stock Transfer

Our manual, which sets forth the terms of the Agency relationship and is referred to in the form of Appointive Resolution, is enclosed and must be completed prior to the commencement of service. The additional documents to be filed with us are listed on the following pages of the Manual. Suggested forms for certifying the By-Laws and specimen stock certificates are enclosed. Specimens of not only the new certificates which we will countersign, but also those presently outstanding, including specimens of any old classes such as the reclassified stock of predecessor companies, shall be certified and filed with us.

Fees and Billings

Billings for our services are made in accordance with the charges itemized in the "Schedule of Fees".

Printing of New Stock Certificates

Prior to the printing of the new stock certificates that we will countersign, proofs thereof should be submitted to us by the printing company for our approval. It is important to note that all certificate specifications are available upon request. Please contact us prior to ordering your certificates. FAST currently has the ability to print your certificates on site. Certain limitations are mandatory for certificates to be able to print through our high-speed laser printers. If your company's articles or by-laws allow for paperless issuances and transfers, your articles or by-laws must reflect this.

Supply of Stock Certificates

The Company shall provide FAST with an adequate supply of blank stock certificates to meet the demands of issuance and transfer.

Certificate Deliveries and Insurance Coverage

Stock certificates delivered to FAST by mail will be forwarded by FAST by first class mail, by certified or registered mail, or by other delivery methods, under the terms of its insurance coverage. It is highly recommended that your company provide FAST with a valid Federal Express, UPS or DHL account number. Regular mail to Canada requires 2-3 weeks for delivery. FedEx is overnight.

Paperless Issuances and Transfers

A separate agreement must be entered into with the transfer agent before any paperless/electronic book entry shares will be honored. This agreement includes shares in the DWAC/FAST and/or DRS system. Contact the transfer agent for this separate agreement.

RESOLUTION OF APPOINTMENT

Name of Company:_____

Address: _____

RESOLVED, THAT EFFECTIVE (DATE) _____First American Stock Transfer (FAST) is hereby appointed Transfer Agent and Registrar for the shares set forth below to act in accordance with its general practice manual entitled "First American Stock Transfer Manual" submitted to, approved at this meeting, and incorporated herein by reference:

Class of Stock and Par Value _____

(Common, Preferred, Regulation S-convertible and non-convertible, Warrants, etc.)

FURTHER RESOLVED, that First American Stock Transfer shall be entitled to rely and act upon any written orders or directions regarding the issuance or delivery of certificates for the above described shares signed by any _____of the following: Chairman of the Board, Chief Executive Officer, the President, any vice president, treasurer, assistant treasurer, secretary, any assistant secretary (strike out ineligible,) of the Company, and:

FURTHER RESOLVED, that the Secretary or Assistant Secretary of this Company will file with FAST, a certified copy of these resolutions and will certify to FAST from time to time the names of the officers of this Company authorized by these resolutions to act in the premises together with the specimen signature of such officers; and FAST shall be entitled as against this Company to conclusively presume that the persons so certified as officers continue, respectively, to act as such and that each of the foregoing resolutions continue in force until otherwise notified in writing by the Secretary or other officer of this Company.

I, the undersigned, Secretary of the Above named Company, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors of said Company on _____ (Date) at which a quorum was present and voted, and that said resolution is now in full force and effect:

AND I DO FURTHER CERTIFY:

That the authorized and issued stock of the Company is as follows:

Shares, Class of Stock, and Par Value Authorized By the Articles of Incorporation	Total of such shares Issued and Outstanding

If any of the above currently outstanding represent issued old or reclassified shares please so identify:

_____

_____

THAT of the shares authorized by the Articles of Incorporation but unissued, the following number of shares are reserved for the specific purposes shown (if none, so indicate)

Class & Par Value	Number of Shares Reserved	Purpose
_____	_____	_____

The CUSIP number of the Issues: _____ _____

The IRS identification number of the Company is _____(copy of IRS Form W-9 is required for our files or IRS Form W-8 is Company is a foreign entity).

The Stock Symbol is _____

That the following persons are duly elected and qualified officers of the Company, presently holding the offices indicated, authorized to communicate with FAST, and that their signatures shown below are genuine:

TITLE	NAME	SIGNATURE	Authorized to issue Stock? Yes/No
Chairman of the Board	_____	_____	_____
Chief Executive Officer	_____	_____	_____
President	_____	_____	_____
Vice President	_____	_____	_____
Treasurer	_____	_____	_____
Secretary	_____	_____	_____
Other	_____	_____	_____

WITNESS my hand and the seal (if any) of the Company this _____ day of _____ in the year _____.

_____
Secretary

On behalf of First American Stock Transfer this agreement between the above company (Issuer) and transfer agent is accepted.

_____ _____
Salli Marinov President

AGREEMENT TO INDEMNIFY TRANSFER AGENT/REGISTRAR

IN CONSIDERATION of First American Stock Transfer, Inc. (FAST), an Arizona corporation, to act as Transfer Agent and Registrar for: _____ (hereinafter referred to as "Company") Company assumes full responsibility and agrees to indemnify and save harmless FAST from and against all liabilities, losses, damages, costs, charges, expenses and counsel fees, whether FAST'S or others, which FAST may incur as a result of acting as Company's Transfer Agent/Registrar. Legal expenses incurred by FAST due to an SEC investigation of the Company and/or its officers or employees will be borne by the Company.

Concerning the use of the Deposit Withdrawal at Custodian (DWAC) system for paperless issuances and transfers, each officer of the Company will be held jointly and severally responsible and agrees to indemnify and save harmless FAST from and against all liabilities, losses, damages, costs, charges, expenses and counsel fees, whether FAST'S or others, which FAST may incur as a result of acting as Company's Transfer Agent/Registrar.

In the case of restriction removal, FAST honors opinions of independent legal counsel familiar with securities laws with requests that are submitted in good form and with all other required documentation from the legal department of brokerage firms. Company agrees to indemnify FAST in the event FAST honors legal opinions that are presented in good faith and with due diligence that meet SEC requirements for restriction removal.

Said indemnity to FAST is for any matters which may result from action or inaction taken by FAST, in good faith, with due diligence and without negligence.

Additionally, Company grants FAST the following rights and remedies:

1) Right of contribution to FAST by Company for amounts paid to third parties, based on an act or acts of FAST as Transfer Agent for the Company;

2) FAST may request opinion of counsel when FAST requires, relative to any matter that may arise in the performance of FAST'S duties as Company's Transfer Agent, which opinion shall be at the expense of the Company;

3) A security interest in any books and records of the Company which are in possession of FAST in defense of any claims which may arise in the performance of FAST'S normal duties;

4) FAST shall be paid in a timely manner, and may chill an issue and/or suspend the transfer of records to another transfer agent until outstanding invoices and termination fees are paid in full;

5) Right to obtain from Company any books, records, or memoranda which are required by FAST in defense of any claim which may arise in the performance of FAST'S duties as Transfer Agent.

This Agreement shall be construed under, governed and enforced by, the laws of the State of Arizona. The Company agrees that the forum for resolution of any dispute arising under this Agreement shall be Maricopa County, Arizona

Signatures:

_____ _____

Secretary President

_____

Dated

CERTIFICATION OF SPECIMEN STOCK CERTIFICATES

I, the undersigned, Secretary of

_____

Name of Corporation

Do hereby certify that the specimen stock certificates attached hereto have been duly authorized by the Board of Directors for use by our Transfer Agent and Registrar.

Dated _____

_____

Secretary

CERTIFICATION FOR THE ISSUANCE OF PAPERLESS CERTIFICATES

I, the undersigned, Secretary of

_____

Name of Corporation

Do hereby certify that the Articles of Incorporation and/or by-laws have been duly amended by the Board of Directors to allow for the issuance of paperless book-entry shares as a pre-condition for inclusion in the DWAC/FAST and DRS systems offered by The Depository Trust Company.

Dated_____

_____

Secretary

CERTIFICATION OF ARTICLES OF INCORPORATION AND BY-LAWS

I, the undersigned Secretary of

_____

Name of Company

Do hereby certify that the attached are true and correct copies of the Articles of Incorporation and the By-Laws of the Corporation, and that the same have not been rescinded or modified and are in full force and effect as of this date.

Dated_____

_____

Secretary

INSIDER (NON-REGISTERED) SECURITYHOLDER AND AFFILIATE LISTING

I, the undersigned, Secretary of _____ (Name of Corporation), do hereby certify that the attached is a true and exact list of the insider securityholders who are presently holding non-registered (restricted) shares in the corporation. The securityholders which have been listed are complete as to the certificate number, original date of issuance, complete name and address, tax identification number, and current shares held by certificate. This list is to serve as your stop transfer listing for the initial securityholders.

I, the undersigned, also certify as Secretary of the Corporation that. in addition to the insider (non-registered) securityholder listing, I have attached a complete listing of all persons who, as of this date, are to be considered control persons or affiliated. The Securityholders represented on this listing are to have stop transfer instructions placed against all shares which they now own.

Any addition or deletions made to this listing after this date will be forwarded to FAST at the time such additions or deletions are made.

INSIDER (NON-REGISTERED) SECURITYHOLDERS:

_____

_____

_____

_____

_____

_____

S ecretary _____

D ate _____

For FAST to be able to print certificates, please have the Secretary and President sign their names in LARGE signatures. They will be scanned and applied to the new certificates.

X
Secretary

X
President

Required Information:

Company Name: _____

Address: _____

Address: _____

City, State Zip: _____

Corporate Officers: Chairman of the Board_____

Chief Executive Officer_____

President _____

Secretary _____

Treasurer_____

Other _____

Attorney _____ Auditor _____

Email Address(s): _____

Telephone (main): _____Fax Line: _____

Cell(s): _____

Fed Ex#: _____

IRS#: _____

CUSIP: _____ State of Inc. _____

Trading Symbol: _____ Listed on: _____

Total Authorized Shares: _____ Par Value: _____

List former names of Corporation: _____

Prior Split(s), Corporate Actions: _____

Former Transfer Agent: _____

Any Other Information: _____

_____

DOCUMENTATION LIST

BASIC DOCUMENTATION APPLICABLE TO BOTH TRANSFER AGENT AND REGISTRAR:

At the time of appointment the following documents shall be submitted to First American Stock Transfer (hereinafter called "FAST") to support its appointment as Transfer Agent and/or Registrar:

1. A copy, certified by the Secretary of the Company, of the resolution of the Board of Directors appointing FAST as Transfer Agent of the Company's securities.
2. A copy of the Articles of Incorporation as in effect at the time of the appointment.
3. A copy of the By-Laws of the Company, as amended.
4. Specimen stock certificates, including those currently outstanding, of the class or classes for which FAST is appointed, certified by the Secretary to be specimens of the stock certificates adopted by the Board of Directors of the Company.
5. A certificate of the Secretary of the Company giving the number of shares of each class authorized and issued, the number of shares reserved for issuance and the specific purpose for which each reservation was created, the principal address of the Company, the names and specimen signatures of all officers of the Company whose signature may appear on stock certificates or who will give written instructions to FAST as provided in the manual, the names and addresses of other Transfer Agents and Registrars of the stock of the Company, and such other information as FAST may reasonably request.
6. A list of "stop transfer" orders in effect against outstanding certificates showing the reasons such stop transfer orders were placed and describing any certificates issued as replacements for those reported lost, stolen or destroyed.
7. A list, certified by the Secretary of the Company or the Transfer Agent which FAST is succeeding, showing the number and date of each certificate, the name in which issued, the number of shares represented thereby, the address and taxpayer identification number of the stockholder, and such other data as may be required.
8. A copy, certified by the President of the Company, of the Agreement to Indemnify Transfer Agent.

FIRST AMERICAN STOCK TRANSFER MANUAL

AS REGISTRAR

Registration in the Course of Transfer

FAST will register and countersign new certificates upon receipt from the Transfer Agent of canceled certificates, not previously discharged from registration, issued for an equivalent amount of stock. FAST, as Registrar, will not be responsible for the validity of the transfer, the capacity or authority of the endorser, the genuineness or effectiveness of the endorsement, the payment of taxes, or the names in which new certificates are issued.

Upon receipt of such documents and instructions as FAST may require, FAST will register scrip certification, upon the transfer thereof, or register all share certificates of stock upon the surrender and cancellation of scrip certificates submitted for aggregation.

Dividend Disbursing Agent (Cash and Stock)

Upon receipt of a written request FAST can provide the Company with dividend disbursing agent services. These services will be provided within the scope of the request and priced accordingly, on a proposal basis with prior approval of the Company.

AS TRANSFER AGENT

The Transfer of Stock

Upon the surrender of certificates deemed by FAST to be properly endorsed with such documents as FAST may require to evidence authority of the endorser or endorsers and the genuineness and effectiveness of each necessary endorsement, FAST will in transfer or exchange therefore, issue, record, and countersign new certificates for an equivalent amount of stock. FAST may, in its discretion, require a guarantee of signature, executed by a guarantor reasonably believed by FAST to be responsible, as a prerequisite for transfer and may, in its absence, refuse transfer. The requirement of a **MEDALLION** signature guarantee will most generally be followed.

Legend Removal

FAST as Transfer Agent, may, from time to time, remove 144 restrictions on certificates as presented through a brokerage transaction, if between one and two years old, or directly from the holder, if more than two years in age. The presenting party must deliver appropriate supporting documentation in good form (with apparent genuineness and due diligence performed) that addresses each applicable paragraph under Rule 144. An issuer can request to be notified when a holder submits shares for restriction removal and transfer. Unless an adverse claim is filed with a Court of competent jurisdiction, an issuer will not have the power, under the Uniform Commercial Code, to order the delay of a restriction removal.

Limited Documentation and Adverse Claim

FAST as Transfer Agent may rely upon the Uniform Commercial Code and other statutes which in the opinion of counsel protect the Company and FAST in registering transfer without requiring complete documentation, in delaying the registration of transfer in order to make inquiry into any adverse claim of which FAST is charged with notice, and in refusing the registration of transfer where, in the judgment of FAST, an adverse claim reasonably justifies such refusal. Under the UCC, an issuer is not considered an appropriate person to request the placement of an administrative hold.

Security Lists and Mailings

FAST will prepare a list of and mail printed matter to stockholders upon receipt of written direction of an officer of the Company. The Company will supply, whenever possible, printed matter of such specifications as to conform to the mechanical requirements of equipment used by FAST.

Inspection of Stock Records

FAST, when a request is made upon it to inspect the stock records of the Company, will grant or deny access to such records only in accordance with the instructions of an officer of or counsel for the Company; however, FAST reserves the right to exhibit such records to any person where after timely and reasonable attempts FAST is unable to contact either an officer of or counsel for the Company for instructions and, in the judgment of counsel for FAST, further delay would subject FAST to the risk of liability.

Notice to First American Stock Transfer (FAST)

The Company shall promptly notify FAST regarding the following:

1) Amendment of Articles of Incorporation, Charter or By-Laws
2) Auditors changed
3) Conversion rate changes
4) Director or officer changes
5) Dividend and stock distributions
6) Corporate name changes
7) Shareholder meeting
8) Record dates
9) Changes to rights or privileges of securities

Acceptance, Resignation and Removal

The acceptance of the appointment by FAST and all documents filed relevant to the Agency, either at the time of the appointment or subsequently, shall be subject to the option of approval by counsel for FAST. Upon ten days notice to the company, FAST may resign by so notifying the Company in writing at its last known address, whereupon the Agency will be terminated for all purposes. FAST may be removed upon its receipt of a certified copy of a resolution of the Board of Directors or written notification from an officer of the Company to that effect. FAST shall be reimbursed for all fees and reasonable expenses, including charges for the shipment of records and a termination fee to be determined at that time, associated with the termination of the Agency. No records will be released prior to full payment of outstanding charges. FAST reserves the right to notify Brokers, Depositories or any other institution regarding resignation or removal. No other agent may be appointed until all fees are paid to FAST.

Replacement of Stock Certificates

FAST may issue or register replacement certificates for those alleged to have been lost, stolen or destroyed upon receiving an indemnity satisfactory to the Company and FAST and any governing law. A bond must be obtained and the proper premium paid prior to the issuance of new certificates. FAST may, in its discretion, issue or register replacement certificates upon the presentment and cancellation of mutilated stock certificates.

FAST will open and maintain such records of stock or transfer books as may be required by law or are necessary or convenient in the performance of its agency and may, from time to time, send any records, transfer and registration journals, document, books, and canceled stock certificates to the Company, there to be safely stored for reference

purposes; and in the event any such returned records, transfer and registration journals, documents, books, or canceled stock certificates shall be lost or destroyed, FAST will be held harmless from any liability which may result from such loss or destruction.

Indemnification

FAST may rely and act upon any list, instrument, order, paper, stock certificate, signature or guarantee, believed by it in good faith to be genuine and to have been signed, countersigned, or executed by an authorized person; or upon the oral or written instructions of any officer or the advice of counsel for the Company, or its own counsel, and may at any time apply to any such officer or counsel for instructions or advice concerning any matter related to the Agency. FAST shall not be charged with notice of any change in the authority of an officer, employee, or agent of the Company until it receives written notification thereof from the Company. FAST may execute transfers, issuance, or registrations of certificates representing shares which it reasonably believes are proper and authorized or may refuse to do so if, in its judgment, the executions of such transfer, issuances, or registrations may subject the Company or FAST to liability. The Company will indemnify and hold FAST harmless from all liability, damages, cost, charges, and expenses, including fees of its own counsel, which it may incur for any action or non-action taken by it either in its reliance as aforesaid or for any action or nonaction which it believes proper, taken by it in good faith, with due diligence, and without negligence. FAST shall not be obligated to prosecute or defend any suit or action which in its judgment will subject FAST to liability or expense, unless FAST is provided with adequate indemnity by the Company against any liability or expense which FAST may incur.

For a Change in Capital Structure Subsequent to the Appointment

In the event of the alteration of the number of shares authorized by recapitalization or readjustment, a copy, certified by the Secretary of the Company, shall be filed with FAST, prior to issuance or registration of such shares by FAST, of the action as adopted by the Board of Directors. This will include any necessary amendments to the Articles of Incorporation.

For an Original Issuance of Stock Not Constituting A Change in Capital Structure

For issuance not involving a recapitalization, readjustment or change in the form of stock certificate, FAST will receive a written order executed by an officer of the Company and a copy, certified by the Secretary of the Company, of the resolution of the Board of Directors authorizing the issuance along with a completed and signed "Issuance Resolution" form from our website.

GENERAL PROVISIONS APPLICABLE TO BOTH TRANSFER AGENT AND REGISTRAR

Extent of Authority

Unless limited by the Resolution of Appointment or subsequently, the authority of FAST shall extend to all of the shares of the class or classes to which the appointment relates which are authorized by the Articles of Incorporation at the date of appointment and thereafter. In the event of changes in the number of shares reserved for issuance for specific purposes FAST may rely on the written instructions of an officer of the Company as to the extent of such changes.

Amendments to certain documents and Changes in the Capacity or status of Corporate Officers

There shall be filed with FAST copies, certified by the Secretary of the Company, of all amendments to the Articles of Incorporation, and copies, certified by the Secretary, of all amendments to the By-Laws made subsequent to the date of the appointment; written notice from an officer of the Company of any changes in the capacity or status of corporate officer whether by death, resignation, removal or otherwise, authorized to sign stock certificates or instructions; and the specimen signature of any officers newly invested with such authority. Unless specifically directed in writing to the contrary, FAST may issue as Transfer Agent or register as Registrar certificates bearing the manual or facsimile signature of officers who shall have died, resigned, or been removed.

A Reminder For Our Companies

Please notify your transfer agent immediately if you have any of the following:

Change of officers

Change in capitalization

Change in authorized shares

Structural changes of the corporation

Plans for a proxy (75 days notice)**

Board meeting minutes affecting stock

Plans for a stock split (30 days minimum)**

Contemplated mergers/acquisitions

Failure to notify your transfer agent in a timely manner can delay effective dates for applicable transfers due to the agencies we must notify as well.