

RESOLUTION TO FACTOR

WHEREAS, this corporation, limited liability company or limited partnership (the "company") is in the process of entering into an ACCOUNTS RECEIVABLE FACTORING AGREEMENT (the "agreement") with 21st Capital Corp ("21st"), regarding the sale, assignment and transfer of certain of its accounts receivable by the company to 21st and 21st's purchase thereof, which shall result in the extension of certain financial accommodations by 21st to the company, pursuant to the terms and conditions of the agreement.

WHEREAS, the company wishes to arrange for certain of its officers, managers, general partners, employees or other persons to be able to execute the agreement and any and all documents pertaining or ancillary to the agreement (collectively, the "documents"), whether digitally, electronically or conventionally with a pen on its behalf for the benefit of 21st from time-to-time.

NOW, THEREFORE, BE IT RESOLVED, that any of the officers, managers, general partners, employees or other persons for whom personal data has been entered into 21st's databases as part of the online factoring signup and application process (hereinafter referred to as "authorized persons"), be and are hereby authorized, directed and empowered to execute and deliver the documents to 21st on behalf of the company, whenever required by 21st.

RESOLVED FURTHER, that any and all acts of the authorized persons done or made heretofore in connection with the financial accommodations extended by 21st to the company, including, but not limited to the execution and delivery of the documents to 21st, are hereby ratified and approved by the company without exception, modification or amendment in any manner whatsoever.

RESOLVED FURTHER, that 21st is authorized to act upon this resolution until written notice of its revocation is actually delivered to and received by 21st, and that the authority hereby granted shall apply with equal force and effect to the successors in office or employment category of the authorized persons.

I hereby certify that I have authenticated this resolution by signing below and/or by clicking the "I Agree" button, corresponding to an electronic signature, on the 21st web page from which I was directed to this document; that I am the Secretary, Manager or General Partner of the company organized and existing under and by virtue of the laws of the State in which it was originally organized; that I am the custodian of the Records and Seal of the company; that the foregoing is a true and correct copy of resolutions duly adopted and ratified unanimously at a Special Meeting of the Board of Directors, Members or Partners of the company, which was duly convened and held in accordance with its By-Laws and the laws of said State on the date of the execution of this Resolution as taken and transcribed by me from the minutes of said Meeting and compared by me with the original of said resolutions recorded in said Minutes, and that the same has not been modified, repealed or rescinded in any manner whatsoever, but, to the contrary, is in full force and effect.

Date:

User ID assigned by 21st Capital Corp server:

Company:

Secretary (if a corporation):

Manager (if a Limited Liability Company):

General Partner (if a Limited Partnership):

(Signature)

Resolution to Factor Version 2.4 Revised 09/28/05

PLEASE PRINT, SIGN AND FAX THIS DOCUMENT TO 21st CAPITAL CORP

FAX NUMBER: 213-596-5787

CLICK THE "I AGREE" BUTTON ON THE WEB PAGE AFTER CLOSING THIS DOCUMENT