

**PARTNERSHIP RESOLUTION
OF**

Resolved: _____ **LTD.**

That _____ whose signature appears below, and who is the
general partner and _____ **(insert title/position, if any)** of this Partnership, is
hereby authorized, empowered and directed, for and on behalf of this Partnership and in its name to
execute any and all Notes, Security Agreements, Lease

Agreements or other instruments.

I, _____ of _____, a Limited or General Partnership, do hereby
certify that the resolution appearing above is a full, true and correct copy of a resolution of the Board of
Directors or Officers of said Partnership duly and regularly passed and adopted at a meeting of the Board
of Directors of said partnership which was duly and regularly called and held in all respects as required
by law and by the bylaws of said partnership on the _____ day of _____, and
that the signatures appearing on the above mentioned copy of said resolutions are the genuine
signatures of the persons mentioned in said resolution and authorized to act on behalf of said partnership
as set forth in said resolution.

I further certify that said resolution has not been amended or revoked and is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as such _____ of said
Partnership this _____ day of _____.

Federal Tax ID _____, LTD

By: _____
(its sole General Partner)

Authorized Signatory

Secretary