

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

The undersigned _____, a corporation,
 partnership, other _____ organized under the laws of _____, or
 an individual for purposes of complying with the laws of the Jurisdictions indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the Jurisdictions so designated hereunder and their successors in such offices, its attorney in those Jurisdictions so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the Jurisdictions so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the Jurisdictions so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that Jurisdiction and have been served lawfully with process in that Jurisdiction.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

NAME

ADDRESS

Place a "✓" before the names of all the Jurisdictions for which the person executing this form is appointing the designated Officer of that Jurisdiction as its attorney in that Jurisdiction for receipt of service of process:

- | | | | |
|---|--|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> FLORIDA | Office of Financial Regulation |
| <input type="checkbox"/> ALASKA | Administrator of the Division of Banking and Securities, Department of Commerce, Community, and Economic Development | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input type="checkbox"/> ARIZONA | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> ARKANSAS | The Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input type="checkbox"/> CALIFORNIA | Commissioner of Business Oversight | <input type="checkbox"/> IDAHO | Director of Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> INDIANA | Secretary of State |
| <input type="checkbox"/> DELAWARE | Director of Investor Protection | <input type="checkbox"/> IOWA | Commissioner of Insurance |
| <input type="checkbox"/> DISTRICT OF COLUMBIA | The Commissioner, Department of Insurance, Securities and Banking | <input type="checkbox"/> KANSAS | Securities Commissioner |

<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OREGON	Director, Department of Consumer and Business Services
<input type="checkbox"/> MAINE	Administrator, Office of Securities	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MASSACHUSETTS	Secretary of the Commonwealth	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MICHIGAN	Director, Corporations, Securities & Commercial Licensing Bureau	<input type="checkbox"/> SOUTH CAROLINA	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH DAKOTA	Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Securities and Insurance	<input type="checkbox"/> U.S. VIRGIN ISLANDS	Office of Lieutenant Governor, Division of Securities
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VERMONT	Department of Financial Regulation
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief, Bureau of Securities	<input type="checkbox"/> WASHINGTON	Director of the Department of Financial Institutions
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEW YORK	Department of State	<input type="checkbox"/> WISCONSIN	Administrator of the Division of Securities
<input type="checkbox"/> NORTH CAROLINA	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		
<input type="checkbox"/> OHIO	Secretary of State		

Dated this _____ day of _____, _____.

 By _____
 Name _____
 Title _____

**INSTRUCTIONS TO FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by checking the appropriate nomenclature in lines 1 - 3 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. A "✓" is to be placed in the space before the names of all Jurisdictions which the person executing this Form lawfully is appointing the officer of each Jurisdiction so designated on the Form as its attorney in that Jurisdiction for receipt of service of process.
6. A signed Form must be filed with each Jurisdiction requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that Jurisdiction and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner, and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

The Form U-2 shall be signed by the issuer's principal executive officer or principal financial officer. If the issuer is a foreign person, the Form U-2 shall also be signed by its authorized representative in the United States.

A signature includes a manual signature or, if the Form U-2 is electronically filed, the name shall be typed in the signature field. By typing a name in this field, the signatory acknowledges and represents that the entry constitutes in every way, use or aspect, his or her legally binding signature. Where a typed signature is used, the original document must be manually signed before or at the time the filing is made electronically and shall be retained by the issuer for a period of five years. Upon request, the issuer shall furnish to the applicable Administrator a copy of any or all documents retained pursuant to this section.

FORM U-2A UNIFORM CORPORATE RESOLUTION

**UNIFORM FORM OF
CORPORATE RESOLUTION
OF**

(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various jurisdictions; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the jurisdictions in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such jurisdictions, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he or she is the _____ of _____, a corporation organized and existing under the laws of the State of _____; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the _____ day of _____, _____, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this _____ day of _____, _____.

(CORPORATE SEAL)

Name _____

Title _____