

UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND SHAREHOLDERS

The undersigned, constituting all of the Directors and Shareholders of _____, a Texas Corporation (the "Corporation"), individually and collectively, do unanimously consent, in writing, to take the following action, to adopt the following resolutions, and to transact the following:

RESOLVED, that it is in the best interests of this Corporation to enter into a listing agreement (the "Listing") with _____ (the "Broker"), to authorize the engagement of the Broker to sell substantially all of the assets and/or capital stock of this Corporation.

RESOLVED FURTHER, that the President, or any Vice President, and each of them with full authority to act without the other hereby is, authorized and directed to engage the Broker for the purposes of securing a Sale (as defined in the Listing) of the Corporation upon the terms and conditions as, in the sole discretion of such officers, may be necessary or appropriate, the necessity or appropriateness of such terms and conditions to be evidenced conclusively by the execution of the Listing and the agreements which attend to the proposed Sale transaction; and

RESOLVED FURTHER, that the President, or any Vice President, and each of them with the full authority to act without the other hereby is authorized, in the name and on behalf of the Corporation, to execute and deliver any and all contracts, agreements, warranties, and writings of any nature, including the Listing, any Contract for Sale, Offer to Purchase, Letter of Intent and the closing documents incident thereto and to do any other act or thing that may be necessary or desirable to carry out the foregoing.

RESOLVED FURTHER, that the terms and conditions of said Listing, contracts and agreements, when executed, shall be binding upon each shareholder and the corporation.

RESOLVED FURTHER, that the President, shareholder(s) and/or Director(s) of the Corporation shall take any and all action necessary to effectuate the intents and purposes of these resolutions and that all other acts heretofore taken by the aforesaid officers on behalf of the Corporation to effectuate the same, be and the same are hereby ratified and confirmed as the acts and deeds of the Corporation.

This consent is executed pursuant to Section 6.201(b) or Section 101.358 of the Texas Business Organization Code, each of which authorizes the taking of action by the Shareholders and Directors of this corporation by Unanimous Written Consent without a meeting. This consent may be executed in one or more counter-parts, all of which shall be considered one and the same instrument. Facsimile signatures are expressly permitted and shall be deemed originals for all purposes.

Dated to be effective on the _____ day of _____, 20____.

Director(s):

Shareholder(s):

Signature

Signature

Shares owned

Signature

Signature

Shares owned

Signature

Signature

Shares owned

Signature

Signature

Shares owned

Signature

Signature

Shares owned

Signature

Signature

Shares owned