

UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS
IN LIEU OF A MEETING

Pursuant to Section 407 of the
New York Limited Liability Company Law

THE UNDERSIGNED, being all the members of
(the "**Company**"), a New York limited liability company, and being all of such
members as would be entitled to notice of a meeting of the members for the purpose of
taking actions and adopting resolutions herein referred to, do hereby take the actions and
adopt the resolutions set forth in **Exhibit A** attached hereto by unanimous written consent
to action pursuant to Section 407 of the New York Limited Liability Company Law.

The undersigned will hereby file this written consent to action with the minutes of
proceedings of the members of the Company.

Name:
Title: Member

Name:
Title: Member

Name:
Title: Member