

**WAIVER OF NOTICE OF SPECIAL MEETING
OF BOARD OF DIRECTORS
OF**

We, the undersigned, being all of the Directors of _____
_____ (the "Corporation"), hereby agree and consent that the special
meeting of the Board of Directors of the Corporation be held on the date and time and at the place
designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any
adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at
such meeting or at any adjournment or adjournments thereof, the Directors present may deem as
advisable thereat. Any business transacted at such meeting or at any adjournment or adjournments
thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meet-
ing were held after notice.

Place of Meeting:

Date of Meeting:

Time of Meeting:

Dated:

Director

Director