Number\_\_\_\_

 **[Name of Company]**

 A [STATE/PROVINCE] Company

**[# Issued]** Shares

[COMMON/PREFERRED] Stock

This certifies that [SHAREHOLDER] is the recorded holder of [NUMBER ISSUED] shares of [COMMON/PREFERRED] stock of [NAME OF COMPANY] transferable only on the share register of the company, in person or by a duly authorised attorney, upon surrender of this properly endorsed or assigned certificate.

This certificate and the shares represented hereby are issued and shall be held subject to all the provisions of the Articles of Incorporation and the By-Laws of the company and any changes thereto.

A statement of all of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights may be obtained by any stockholder, upon request and without charge, at the principal office of the company.

WITNESS the signatures of its duly authorised officers this [DAY] of [MONTH], [YEAR].

[Name of Secretary], Secretary [Name of President], President

SEE RESTRICTIVE LEGENDS ON REVERSE

*For Value Received [NAME] hereby sells, assigns, and transfers unto, [NAME], [NUMBER] shares represented by the certificate within and hereby irrevocably constitutes and appoints [ATTORNEY] to transfer the said shares on the share register of the company named within, with the full power of substitution in the premises.*

*Dated* [DATE]

*In presence of* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *Witness Stockholder*

NOTICE: THE SIGNATURE ON THIS ASSIGNMENT MUST MATCH WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER [CODE OR LAW]. SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED OR PLEDGED IN THE ABSENCE OF SUCH REGISTRATION UNLESS THE COMPANY RECEIVES AN OPINION OF COUNSEL REASONABLY ACCEPTABLE TO IT STATING THAT SUCH SALE OR TRANSFER IS EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF SAID ACT. COPIES OF THE AGREEMENT, IF ANY, COVERING THE PURCHASE OF THESE SHARES AND RESTRICTING THEIR TRANSFER MAY BE OBTAINED AT NO COST BY WRITTEN REQUEST MADE BY THE RECORDED HOLDER OF THIS CERTIFICATE TO THE SECRETARY OF THE COMPANY AT THE PRINCIPAL EXECUTIVE OFFICES OF THE COMPANY.