

6. That all prior authorizations in conflict herewith are hereby revoked except as to acts performed prior to the effective date hereof.

7. That all authorizations contained herein shall continue in full force and effect until revoked or modified by written notice actually received by Bank setting forth a resolution to that effect stated to have been adopted by the Board of Directors of this corporation and signed by the secretary or the assistant secretary of this corporation, and Bank is hereby authorized and directed to at all times rely upon the last resolution of which Bank has actual written notice as to the authority contained therein and as to the persons whom from time to time are its officers, and their signatures, when such notice is signed by one purporting to be the secretary or assistant secretary of this corporation.

8. That for a period of two business days after actual receipt of written notice by Bank of a revocation or modification of the authorizations contained in this resolution, Bank is authorized to honor as genuine, and shall be indemnified and held harmless by this corporation against any and all loss, cost, damage or expense suffered or incurred by the Bank resulting from or arising out of the payment of any instruments bearing the signature or the purported facsimile signature of any officer or agent of this corporation authorized by this resolution to sign such instruments, even though such authorization has been revoked or modified by this corporation.

**I FURTHER CERTIFY** that the following resolutions are fully in accord with and pursuant to the Articles of Incorporation and By-Laws of this corporation.

**I FURTHER CERTIFY** that the following persons whose genuine signatures appear below, are officers of this corporation in the capacity set opposite their respective signatures, to-wit:

Name:	Official Signature:
President: George L. Sweatt, Jr.	_____
Vice-President: John C. Glenn	_____
Secretary: Sandi Glenn	_____
Treasurer: Dorothy J. Sweatt	_____

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the corporate seal this \_\_\_\_ day of March, 2001.

(corporate seal)

\_\_\_\_\_  
Sandi Glenn, Secretary

INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA

# FREEDOM RANCH, INC.

**TOTAL AUTHORIZED ISSUE**  
100 SHARES PAR VALUE \$1.00 EACH  
COMMON STOCK

See Reverse for  
Certain Definitions

EXHIBIT "A"

This is to Certify that \_\_\_\_\_ is the owner of

\_\_\_\_\_ fully paid and  
*non-assessable shares of the above Corporation transferable only on the books of the  
Corporation by the holder hereof in person or by duly authorized Attorney upon  
surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
PRESIDENT

## CORPORATE BANKING RESOLUTION

I CERTIFY that at a meeting of the Board of Directors of FREEDOM RANCH, INC., a Florida corporation, duly held on March 30<sup>th</sup>, 2001, at which a quorum was present and acting throughout, the following resolutions were adopted, that the resolutions have been entered upon the regular minute book of this corporation, are in accordance with the Articles of Incorporation and By-Laws, have not been modified or amended, and are now in full force and effect.

### RESOLVED:

1. That Riverside National, ("Bank") is hereby designated as a depository of this corporation subject to the rules and regulations set forth in the signature cards of Bank, and any amendment thereto, and that the officers of this corporation or any of them are hereby authorized to open a bank account or accounts with Bank, for and in the name of this corporation, and to deposit with Bank in the account from time to time any and all checks, notes, drafts, bills of exchange, monies, acceptances, orders and other items of any kind.
2. That either of the following: GEORGE L. SWEATT, JR., DOROTHY J. SWEATT, JOHN C. GLENN, or SANID GLENN, are hereby authorized to sign (either by actual or facsimile signature) any and all checks, drafts, notes, acceptances, bills of exchange, orders or other instruments for the withdrawal of any and all monies, credits, items and property at any time held by the Bank for account of this corporation. Bank shall be entitled to honor as genuine, and shall be indemnified and held harmless by this corporation against any and all loss, cost, damage or expense suffered or incurred by the Bank resulting from or arising out of the payment of all instruments bearing the purported facsimile signatures of officers or agents of this corporation authorized in this resolution, even though the facsimile signatures are actually affixed without authority.
3. That Bank is hereby authorized to pay or cash any instruments payable to or held by this corporation when endorsed as provided herein, and also to receive the same for credit to the account of or in payment from the payee or any other holder (including any officer of this corporation) without inquiry as to the circumstances of issue or endorsement thereof, or the disposition of the proceeds even if drawn, endorsed or payable to cash, bearer or to the individual order of any signing officer in payment of his individual obligation.
4. That the President and Secretary of this corporation are hereby authorized to borrow money and to obtain credit for this corporation from Bank on such terms as seem to them advisable, and to make and deliver notes, drafts, acceptances, agreements and any other obligations of this corporation therefor, in form satisfactory to the Bank and as security therefor to pledge, withdraw, exchange and substitute any property of this corporation with full authority to endorse or guarantee the same in the name of the corporation, to execute and deliver all instruments and assignments, and to affix the corporate seal, and also to discount any bills receivable or paper of any kind (negotiable or otherwise) with full authority to endorse same in the name of this corporation.
5. That endorsements on behalf of this corporation upon any and all commercial paper of any kind deposited by or on behalf of this corporation with Bank for credit or for collection or otherwise may be made by any one of the following officers, or by rubber stamp.

6. That all prior authorizations in conflict herewith are hereby revoked except as to acts performed prior to the effective date hereof.

7. That all authorizations contained herein shall continue in full force and effect until revoked or modified by written notice actually received by Bank setting forth a resolution to that effect stated to have been adopted by the Board of Directors of this corporation and signed by the secretary or the assistant secretary of this corporation, and Bank is hereby authorized and directed to at all times rely upon the last resolution of which Bank has actual written notice as to the authority contained therein and as to the persons whom from time to time are its officers, and their signatures, when such notice is signed by one purporting to be the secretary or assistant secretary of this corporation.

8. That for a period of two business days after actual receipt of written notice by Bank of a revocation or modification of the authorizations contained in this resolution, Bank is authorized to honor as genuine, and shall be indemnified and held harmless by this corporation against any and all loss, cost, damage or expense suffered or incurred by the Bank resulting from or arising out of the payment of any instruments bearing the signature or the purported facsimile signature of any officer or agent of this corporation authorized by this resolution to sign such instruments, even though such authorization has been revoked or modified by this corporation.

**I FURTHER CERTIFY** that the following resolutions are fully in accord with and pursuant to the Articles of Incorporation and By-Laws of this corporation.

**I FURTHER CERTIFY** that the following persons whose genuine signatures appear below, are officers of this corporation in the capacity set opposite their respective signatures, to-wit:

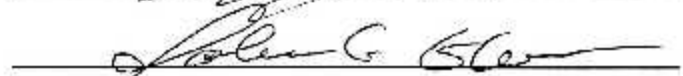
Name:

Official Signature:

President: George L. Sweatt, Jr.



Vice-President: John C. Glenn



Secretary: Sandi Glenn



Treasurer: Dorothy J. Sweatt



**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the corporate seal this 30<sup>th</sup> day of March, 2001.

(corporate seal)

  
Sandi Glenn, Secretary

## CORPORATE BANKING RESOLUTION

I CERTIFY that at a meeting of the Board of Directors of FREEDOM RANCH, INC., a Florida corporation, duly held on March \_\_\_\_, 2001, at which a quorum was present and acting throughout, the following resolutions were adopted, that the resolutions have been entered upon the regular minute book of this corporation, are in accordance with the Articles of Incorporation and By-Laws, have not been modified or amended, and are now in full force and effect.

### R E S O L V E D:

1. That \_\_\_\_\_, ("Bank") is hereby designated as a depository of this corporation subject to the rules and regulations set forth in the signature cards of Bank, and any amendment thereto, and that the officers of this corporation or any of them are hereby authorized to open a bank account or accounts with Bank, for and in the name of this corporation, and to deposit with Bank in the account from time to time any and all checks, notes, drafts, bills of exchange, monies, acceptances, orders and other items of any kind.

2. That either of the following: GEORGE L. SWEATT, JR., DOROTHY J. SWEATT, JOHN C. GLENN, or SANID GLENN, are hereby authorized to sign (either by actual or facsimile signature) any and all checks, drafts, notes, acceptances, bills of exchange, orders or other instruments for the withdrawal of any and all monies, credits, items and property at any time held by the Bank for account of this corporation. Bank shall be entitled to honor as genuine, and shall be indemnified and held harmless by this corporation against any and all loss, cost, damage or expense suffered or incurred by the Bank resulting from or arising out of the payment of all instruments bearing the purported facsimile signatures of officers or agents of this corporation authorized in this resolution, even though the facsimile signatures are actually affixed without authority.

3. That Bank is hereby authorized to pay or cash any instruments payable to or held by this corporation when endorsed as provided herein, and also to receive the same for credit to the account of or in payment from the payee or any other holder (including any officer of this corporation) without inquiry as to the circumstances of issue or endorsement thereof, or the disposition of the proceeds even if drawn, endorsed or payable to cash, bearer or to the individual order of any signing officer in payment of his individual obligation.

4. That the President and Secretary of this corporation are hereby authorized to borrow money and to obtain credit for this corporation from Bank on such terms as seem to them advisable, and to make and deliver notes, drafts, acceptances, agreements and any other obligations of this corporation therefor, in form satisfactory to the Bank and as security therefor to pledge, withdraw, exchange and substitute any property of this corporation with full authority to endorse or guarantee the same in the name of the corporation, to execute and deliver all instruments and assignments, and to affix the corporate seal, and also to discount any bills receivable or paper of any kind (negotiable or otherwise) with full authority to endorse same in the name of this corporation.

5. That endorsements on behalf of this corporation upon any and all commercial paper of any kind deposited by or on behalf of this corporation with Bank for credit or for collection or otherwise may be made by any one of the following officers, or by rubber stamp.