

NEW YORK STATE EDUCATION DEPARTMENT
BUREAU OF PROPRIETARY SCHOOL SUPERVISION
89 Washington Avenue, EBA 560
Albany, NY 12234

Secretary's Certificate

I hereby certify that I am the duly elected and qualified Secretary of:

_____.

I hereby certify that the total number of authorized shares of the stock of _____
_____ consists of _____ shares of Common stock.

I also certify that the total number of issued shares of the stock of _____
_____ consists of _____.

I further certify that the shareholding are as follows

<u>Name of Shareholder</u>	<u>Number of Shares</u>
_____	_____
_____	_____
_____	_____

I hereby further certify that each of the persons whose names are set forth below has been duly elected to and has qualified for the office of said corporation set opposite his name, that on the date hereof he holds the office set opposite his name.

<u>Office</u>	<u>Name</u>
President	_____
Vice President	_____
Secretary	_____
Treasurer	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this _____ day of _____ 20 _____.

Secretary