

CORPORATE BANKING RESOLUTIONS

I, the undersigned, Secretary of Verde, Inc.
a corporation duly organized under the laws of the State of New York
hereby certify to the REPUBLIC NATIONAL BANK OF NEW YORK that at a meeting of the Board of Directors of
said corporation, duly called and held on the 20th day of
August, 19 93, a quorum being present throughout, the following resolution was duly
and unanimously adopted and entered upon the regular minute book of the said corporation, that the same is in
accordance with the Charter and By-Laws of said corporation, and is now in full force and effect:

"RESOLVED:

Deposits and Withdrawals

1. That the Republic National Bank of New York (hereinafter referred to as the "Bank") be and hereby is designated as a depository of this corporation, and the officers and agents of this corporation be and hereby are, and each of them hereby is, authorized to deposit any of the funds of this corporation in the Bank, either at its head office or at any of its branches. The Bank is hereby authorized to pay, cash or otherwise honor and charge to this corporation any and all checks, drafts, notes, acceptances and other instruments, items, and orders for the payment or withdrawal of monies, credits, items and property at any time held by the Bank for the account of this corporation, including those which may cause an overdraft, when made, signed, drawn, accepted or indorsed on behalf of this corporation by any person then holding the following offices or by any of the following named signatories: (SEE NOTE BELOW).

Claude Simon, President, John C. Simon, Vice President, and [unclear] (up

2. That the Bank is hereby authorized to pay any such instrument, item or order, or make any such charge, and also to receive the same from the payee or any other holder without limit as to amount and without inquiry as to the circumstances of issue or the disposition of proceeds even if drawn to the individual order of any signing person, or payable to the Bank or other for his account, or tendered in payment of his individual obligation and whether drawn against an account in the name of this corporation, or in the name of any officer or agent of this corporation as such, and, at the option of the Bank, even if the account shall not be in credit to the full amount of such instrument, item, order or charge.
3. That the Bank is hereby authorized to accept for deposit for the account of this corporation for credit, or for collection, or otherwise, any and all instruments or items indorsed by any person or by hand stamped impression in the name of this corporation, or without indorsement.
- 3A. If due, in whole or in part, to any unauthorized act of an employee or agent of a corporation, for example, the unauthorized issuance, endorsement or alteration of a check or draft of the corporation, the Bank makes unauthorized payments from the corporation's account or otherwise suffers a loss, the loss shall fall upon the corporation and the Bank shall not be required to re-credit the account of the corporation. In addition, the depositor shall indemnify and pay to the Bank on demand any losses, costs or expenses (including but not limited to attorney's fees) which the Bank has suffered.

In instances where the Bank has a duty to exercise ordinary care or to meet reasonable commercial standards, that duty shall not exceed the obligation to recognize (i) forged signatures of its depositor, (ii) alterations and (iii) other defects provided that the aforementioned are readily apparent and recognizable on the face of the instrument by an ordinary bank teller.

In instances where a depositor has provided the Bank with documentation stating that an employee is authorized to draw checks, the Bank may pay said checks without inquiry.

4. That the persons then holding the following offices or the following named signatories:
(SEE NOTE BELOW).

Loans, Credits and Security

are hereby authorized on behalf of this corporation: to borrow money and to obtain credit for this corporation from the Bank on any terms and to make and deliver notes, drafts, acceptances, applications for letters of credit, instruments of guarantee, agreements or undertakings and any other obligation of this corporation therefor in form satisfactory to the Bank, and as security therefor, to grant a security interest in, and to assign, pledge, deliver, create any lien or encumbrance upon, withdraw, exchange or substitute, instruments, stocks, bonds and other securities, mortgages, bills receivable and accounts, commercial and chattel paper, bills of lading, warehouse receipts and other documents of title, goods, insurance policies, certificates, general intangibles and any other property whatever held by or belonging to this corporation, with full authority to indorse, assign or guarantee the same in the name of this corporation; to execute and

NOTE: Clients are requested to insert in the spaces above, titles only of the signing officers, or the names of other authorized persons. Also to indicate fully in what manner they are to sign, i.e., singly, any two, jointly, etc., as for instance: the President, Vice President, Secretary and Treasurer or any "one" or "two" of them (or indicate any special combination). If an individual represents that he or she is the sole shareholder and officer of the corporation (or for any reason will be the sole signor) the Bank may request additional documentation.


₹. 3000/-

- I FURTHER CERTIFY** that the present officers of said corporation and the offices respectively held by them are as follows:

TITLE

Claude Simon	President
Johan C. Simon	V. President & Secretary

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said corporation and affixed the corporate seal this 26th day of August 1992, and I do further acknowledge, on behalf of said corporation, that the foregoing resolution also constitutes an agreement by said corporation with the Bank with respect to the matters therein set forth.

* 
As Secretary of Said Corporation

Other Officer Paul Singer President
TITLE

*NOTE: In case the Secretary or other recording officer is authorized to sign checks, notes, etc., by the above resolution this certificate must *also* be signed by a *second* officer of the corporation.