

Certificate No. _____

_____ Shares .

COMMON SHARE CERTIFICATE

This certifies that _____ is the owner of _____ shares of the common stock of _____, a corporation organized under the laws of the State of California, transferable on the books of the corporation by the holder hereof, in person or by duly authorized attorney, on surrender of this certificate properly endorsed.

Witness the signatures of duly authorized officers:

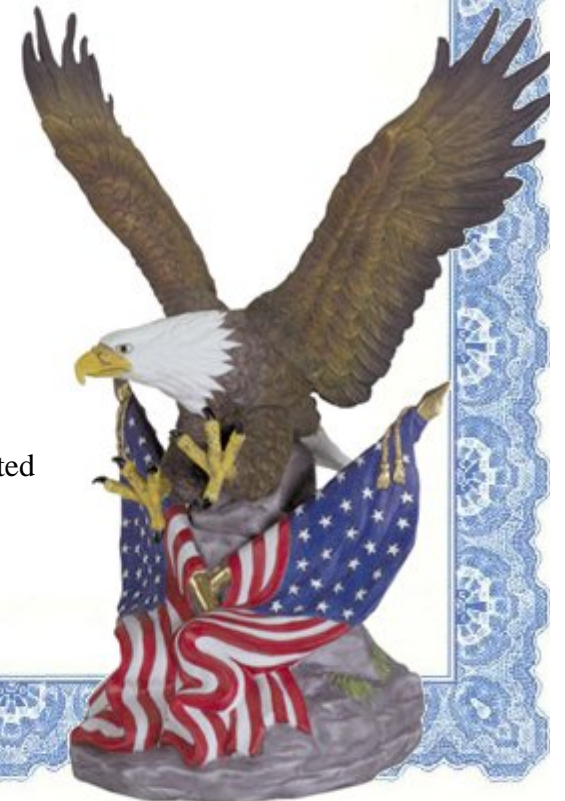
Name of corporation

Dated

By _____
President

By _____
Secretary

The transfer, sale, or assignment of the shares represented by this certificate is restricted by a Buy-Sell Agreement. SEE REVERSE



SEE THE REVERSE OF THIS CERTIFICATE FOR RIGHTS AND RESTRICTIONS.

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE CALIFORNIA SECURITIES LAWS. THE PURCHASER OF THESE SHARES HAS REPRESENTED THAT HE OR SHE PURCHASED THE SHARES FOR HIS OR HER OWN ACCOUNT, OR FOR A TRUST ACCOUNT IF THE PURCHASER IS A TRUSTEE, FOR INVESTMENT PURPOSES AND NOT WITH A VIEW TOWARDS RESALE.

The transfer, sale, assignment of the shares represented by this certificate is restricted by a Buy-Sell Agreement among all the Shareholders and the Corporation dated _____.

A copy of the Buy-Sell Agreement is available for inspection during normal business hours at the principal office of the Corporation. All the terms and provisions of the Buy-Sell Agreement are incorporated by this reference and made a part of this certificate