

NUMBER

SHARES



INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

[Empty rectangular box for company name]

AUTHORIZED TO ISSUE

SHARES COMMON STOCK AT

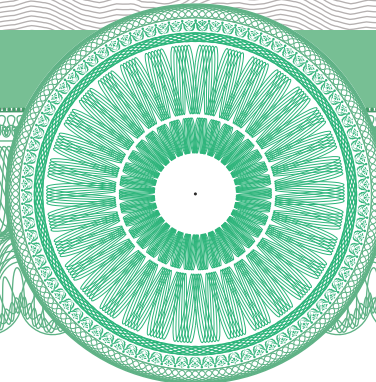
PAR VALUE

This is to Certify that _____ is the owner of _____ fully paid and non-assesable 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.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and Corporate Seal to be hereunto affixed this _____ day of _____ A.D., _____

SECRETARY

PRESIDENT



A share certificate, such as that illustrated in the template above, often must have a “restrictive legend” placed on the reverse side. The legend requirement stems from restrictions on the ability of a purchaser to transfer or sell his or her shares purchased in a private offering. Such securities are “restricted securities,” meaning they are subject to a holding period and other restrictions on resale imposed by the federal and state securities laws and, potentially, board consent or other requirements under the issuer’s governing documents. The following is a general example of a restrictive legend:

THE OFFER AND SALE OF THE SHARES OR STOCK REPRESENTED BY THIS STOCK CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), OR ANY OTHER STATE OR FEDERAL SECURITIES LAWS. THE SHARES ARE SUBJECT TO SIGNIFICANT RESTRICTIONS ON RESALE PURSUANT TO APPLICABLE LAW AND PROVISIONS OF THE COMPANY’S GOVERNING DOCUMENTS, AND MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED, ASSIGNED, HYPOTHECATED, OR SUBJECT TO ANY OTHER DISPOSITION EXCEPT (I) (A) UPON EFFECTIVE REGISTRATION OF THE OFFER AND SALE OF THE SHARES UNDER THE ACT, OR (B) SATISFACTION OF AN EXEMPTION FROM REGISTRATION FOR REALES, AS WELL AS (II) UPON ACCEPTANCE BY THE COMPANY OF SUCH DOCUMENTATION AS IS SATISFACTORY TO THE BOARD OR ITS DELEGATE OR OTHERWISE REQUIRED UNDER THE COMPANY’S GOVERNING TERMS.