

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Incorporation
Directors Liability Information**

Dear Sir or Madam:

Enclosed please find a copy of the Certificate of Incorporation to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a minimum of \$89.00. If your document is more than 1 page, you must submit \$9.00 for each additional page. You will receive a stamped filed copy of your submitted document. A certified copy may be requested for an additional \$30. Your authorized stock can affect your filing fee; the filing fee could exceed the minimum so please call our office for verification. Expedited services are available. Please contact our office concerning these fees. Please make your check payable to the "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Revised: 02/08

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION
(WITH DIRECTORS LIABILITY)

1. The name of the corporation shall be

2. Its registered office in the State of Delaware is located at

In the city of _____, County of _____,
Zip Code _____ and its Registered Agent at such address is

3. The purpose or purposes of the corporation shall be:

4. The total number of shares which the corporation shall authorized to issue is:

5. The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the board of directors.

6. The name and address of the incorporator is as follows:

7. The Board of Directors shall have the power to adopt, amend or repeal by by-laws.

8. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named,
has executed signed and acknowledged this certificate of incorporation this _____ day of _____,

BY: _____
(Incorporator)

NAME: