

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT-THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY.

Title No.

We, the undersigned, being all of the shareholders of
do hereby consent to sale/lease by the corporation of the premises known as
on such terms as the board of directors of the corporation may determine.

Dated:

SHAREHOLDERS

TO BE USED ONLY WHEN THE ACKNOWLEDGMENT IS MADE IN NEW YORK STATE

State of New York, County of

SS:

On the day of in the year before me, the undersigned, personally appeared personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

(signature and office of individual taking acknowledgment)

STATE OF NEW YORK

COUNTY OF

ss.:

I,

being duly sworn say:

I reside at

and am the secretary of

The persons who have executed the foregoing consent to the sale/lease of real property owned by said corporation are the holders of all the outstanding shares of stock of said corporation. That such sale/lease has been duly authorized by the board of directors of the corporation.

This affidavit is made to induce

to accept dead/lease of the above mentioned premises and any title insurance company to insure the title thereto.

Sworn to before me this day of

Notary Public

Note: See Sections 909 and 615 of the Business Corporation Law. The deed or lease should contain the following recital: "This conveyance has been made with the unanimous consent in writing of all the shareholders of the party of the first part." See also subdivision (e) of Section 715 of said law which provides that the office of president and secretary may not be held by the same person.

Use this form for unanimous consent of shareholders in writing. If consent was given at a meeting, use the form on the reverse side.