

APPENDIX 1F

WRITTEN CONSENT OF SELLER'S SHAREHOLDERS

APPROVING ACQUISITION

The undersigned, being the holders of outstanding shares of capital stock of XXXXXX, a _____ corporation (the "Company"), having not less than the minimum number of votes that would be necessary to authorize or take the following action at a meeting at which all shares entitled to vote thereon were present and voted, consent that the following action be taken without a meeting and without prior notice as authorized by the Bylaws of the Company and Section _____ of the _____ Corporations Code:

RESOLVED, the sale of the Company's assets to YYYYYY, as set forth in Exhibit A to this consent, is hereby approved, and

RESOLVED FURTHER, that prompt notice of the action shall be given to those shareholders entitled to vote who have not signed this consent, as provided in the _____ Corporations Code.

This Consent shall be filed with the minutes of the proceedings of the shareholders of the Company and shall have the same force and effect as a vote of the shareholders.

This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Signature (exactly as appears on certificate)

Date

Name Printed

Number of Shares Held

**NOTICE OF ACTION
OF SELLER'S SHAREHOLDERS
APPROVING ACQUISITION**

Notice is hereby given that a majority of the shares of the capital stock of XXXXX, a _____ corporation (the "Company"), then entitled to vote have consented to the taking of the following action:

RESOLVED, the sale of the Company's assets to YYYYY, as set forth in Exhibit A to this consent, is hereby approved, and

RESOLVED FURTHER, that prompt notice of the action shall be given to those shareholders entitled to vote who have not signed this consent, as provided in the _____ Corporations Code.

XXXXX

By: _____

Date: _____

AFFIDAVIT OF MAILING

I, _____, affirm as follows:

That I am over 18 years of age, that my business address is _____, and that I am employed in the County of _____. I mailed the attached **NOTICE OF ACTION OF SELLER'S SHAREHOLDERS APPROVING ACQUISITION** in envelopes addressed to the persons on the attached list, which envelopes were then sealed and postage fully paid thereon, and were on _____, 2000, deposited in the United States mail at _____, _____.

I affirm under penalty of perjury that the foregoing is true and correct.

Executed at _____, _____ this ___ day of _____, 2000.

Signature