

(申請認許及設立在台分公司)

董事會議事錄

Certificate of Board Resolutions

I, **Howard Stringer**, Director of **ABC International, Inc.**, a corporation organized and existing under the laws of **California**. And having its principal place of business at **1234 country road, San Mateo, CA94402, USA**, hereby certify as follows:

That the Board of Directors of the company adopted the following resolution by unanimous written consent, as of

RESOLVES:

1. That the Company shall forthwith apply with the Ministry of Economic Affairs of the Republic of China for recognition;
2. That the company shall establish a branch office within the territory of the Republic of China; that the Company shall apply for registration of the establishment of such branch office with the authorities of the Republic of China.

IN WITNESS WHEREOF, has caused this Certificate of Board Resolutions to be signed on this **15th** day of **January, 2006**.

By :

ABC International, Inc.

_____ (signature) (a authority of company)

Name : **Howard Stringer**

Title : chairman