

CERTIFICATE OF STOCK

OF EXEMPLAR CORPORATION

A Delaware Corporation

Certificate No.: _____

No. of Shares: _____

THIS CERTIFIES THAT

IS THE OWNER OF

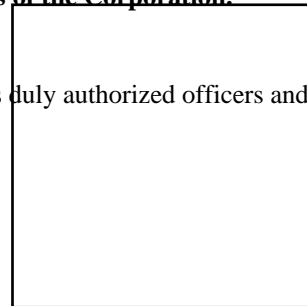
_____ FULLY PAID AND NON-ASSESSABLE SHARES OF THE C
EXEMPLAR CORPORATION

A Delaware corporation, transferable only on the books of the corporation by the holder hereof in person or by attorney upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are subject to all of the provisions of the Certificate of Incorporation and Bylaws of the Corporation.

IN WITNESS WHEREOF, the said corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed

President

Secretary



Corporate Seal

LEGEND

This Certificate evidences ownership of shares in Exemplary Corporation. The shares represented by this Certificate are fully paid and non-assessable. The transfer of shares is subject to restrictions and conditions as set forth in the Certificate of Incorporation, Bylaws, and any Stockholders' Agreement of the Corporation. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

TRANSFER AGENT

REGISTRAR

TRANSFER RESTRICTIONS

The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended (the “Act”), or any state securities laws. They may not be sold, transferred, assigned, pledged, or otherwise disposed of unless registered under the Act and applicable state laws or unless an exemption from such registration is available and the Corporation receives an opinion of counsel satisfactory to it that such exemption is available.

ADDITIONAL CLAUSES

1. Lost Certificates

In case of loss, theft, or destruction of this Certificate, the Corporation may issue a new Certificate upon receipt of an affidavit from the shareholder and any other security or indemnity as required.

2. Dividends

Dividends on the shares represented by this Certificate shall be declared and paid in accordance with the Corporation's Certificate of Incorporation and Bylaws.

3. Governing Law

This Certificate and all matters relating to the shares represented hereby shall be governed by and construed in accordance with the laws of the State of Delaware.

4. No Rights as Stockholder Except as Stated

The holder of this Certificate is entitled to vote and receive dividends only as provided in the Certificate of Incorporation and Bylaws of the Corporation.

5. Legend Removal

Any legend or restrictive notation on this Certificate shall be removed by the Corporation upon transfer or other disposition of the shares in compliance with applicable laws.

This Certificate is issued in accordance with the Delaware General Corporation Law and the corporate governance documents of Exemplary Corporation. The Corporation reserves the right to refuse registration of transfer of shares until all conditions imposed under applicable law and corporate documents are met.

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