

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
MIDORI-KAI, INC.
A California Nonprofit Public Benefit Corporation**

The undersigned, being all of the directors of MIDORI-KAI, INC., a California nonprofit public benefit corporation, acting pursuant to the provisions of Section 307 of the California Corporations Code, hereby adopt the following resolutions:

RATIFICATION OF ACTS OF INCORPORATOR

RESOLVED, that the acts and actions of the Incorporator in the filing of Articles of Incorporation and in the organization of this corporation are hereby approved and ratified.

PRINCIPAL OFFICE

WHEREAS, it is the intent of the undersigned to establish the location of the principal place of business of the corporation in the County of Alameda, State of California;

RESOLVED, that 5674 Sonoma Drive, City of Pleasanton, County of Alameda, State of California, is hereby designated as the principal office for the transaction of the business of this corporation.

AGENT FOR SERVICE OF PROCESS

RESOLVED, that Roberta S. Hayashi, a resident of the State of California, whose business address is 25 Metro Drive, Suite 700, San Jose, CA 95110, is approved as the agent of this corporation for the purpose of service of process under the provisions of California Corporations Code Section 6210(b).

ADOPTION OF CORPORATE SEAL

WHEREAS, there has been prepared a proposed seal of the corporation consisting of two (2) concentric circles with the words: MIDORI-KAI, INC. and the words and figures "INCORPORATED December 27, 2000, CALIFORNIA", in the form and figures as follows:

RESOLVED, that the corporate seal in the form, words, and figures as presented be and the same hereby is adopted as the seal of this corporation.

SELECTION OF DEPOSITORY

WHEREAS, there has been presented to the undersigned a standard form of resolution for a corporate account with Cupertino National Bank, completed to show the type of account and persons authorized to draw on such account;

RESOLVED, that the standard form of corporate resolution required by Cupertino National Bank, for opening a corporate account, as presented to the undersigned, showing the persons authorized to draw on such account, is adopted as the resolution of the undersigned and the Secretary is directed to attach a copy hereto, and to execute the Certificate of Secretary included on this standard form.

ORGANIZATIONAL EXPENDITURES

RESOLVED, that the officers of this corporation are hereby authorized and directed to pay the expenses of incorporation and organization of this corporation and reimburse any persons who may have advanced funds for this purpose.

ELECTION OF ACCOUNTING PERIOD

RESOLVED, that this corporation adopt an accounting year as follows:

Date accounting year begins: January 1

Date accounting year ends: December 31

FILING OF BIENNIAL STATEMENT

RESOLVED, that the Secretary of this corporation is authorized and directed to prepare and to file or cause to be filed with the Secretary of State of the State of California the necessary Statement by Domestic Nonprofit Corporation in compliance with Section 6210(a) of the California Corporations Code.

RESOLVED FURTHER, that the Secretary of this corporation is directed to insert a copy of that Statement in the minute book of this corporation following the minutes of this meeting.

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED, that the officers of this corporation are hereby authorized and directed to prepare, or cause to be prepared, and to submit to the appropriate authorities, such applications and other documents as may be necessary for this corporation to obtain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code.

Dated:

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director

, Director