

Incorporated in the State of OH on 7/2/1971



No. 069

358 Shares

SAMPLE CERTIFICATE

XYZ Corporation

THIS CERTIFIES THAT

Bret Smith

is the registered holder of

Common

Shares of

the above named Corporation, transferable only on the books of the Corporation by the holder in person or by Attorney upon surrender of this Certificate properly endorsed.

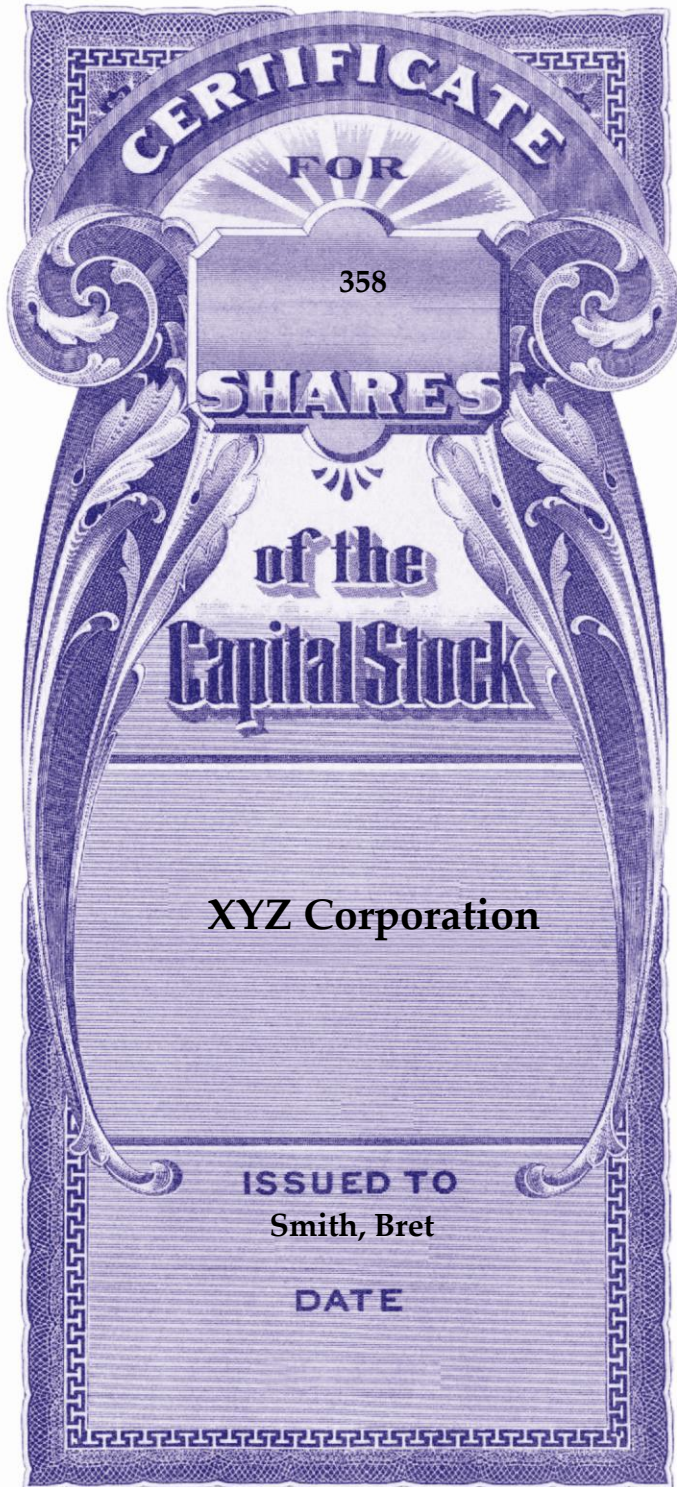
Witness, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be herunto affixed.

This 10th day of March, A.D. 1982

SHARES

1

EACH



For Value Received _____ *hereby sell, assign and transfer unto*

_____ **Common**

_____ *Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint*

_____ *Attorney to transfer the said Stock on the books of the within named Company, with full power of substitution.*

Dated: _____ *Signature:* _____

In presence of:

NOTICE THE SIGNATURE OF THIS ASSIGNMENT
MUST CORRESPOND WITH THE NAME AS WRITTEN UPON
THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR
WITHOUT ALTERATION OR ENLARGEMENT, OR ANY
CHANGE WHATSOEVER

The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended (the "1933 Act") or any state securities or Blue Sky laws. Such shares have been acquired for investment and may not be sold, transferred, pledged, or hypothecated in the absence of an effective registration statement for such shares under the 1933 Act and any state securities or Blue Sky laws, unless, in the opinion of counsel, such registration is not required.

ISSUED TO
Smith, Bret

DATE