Number\_\_\_\_

 **[Name of Corporation]**

 A [STATE] Corporation

**[Number Issued]** Shares

[COMMON/PREFERED] Shares

This is a certificate stating that [SHAREHOLDER] is the record holder of [NUMBER] of shares of [COMMON/PREFERED] shares of [NAME OF COMPANY]. These shares are only transferable only on the share register of the corporation, in person or by authorized legal representation, by surrender of this certificate properly endorsed or assigned.

This certificate and the shares in question are held subject to the provisions of the By-Laws of the corporation and any subsequent changes to the By-Laws, as well as the Memorandum of Incorporation (this is specific to South Africa – other jurisdictions require Articles of Incorporation).

A statement of the rights associated with the shares can be obtained by requesting the principal office of the corporation; this is without charge.

WITNESS the signatures of its duly authorized officers this [DAY] of [MONTH], [YEAR].

[Name of Secretary], Secretary [Name of President], President

SEE RESTRICTIVE LEGENDS ON REVERSE

*For Value Received [NAME] hereby sells, assigns, and transfers unto, [NAME], [NUMBER] shares represented by the within certificate and hereby irrevocably constitutes and appoints [ATTORNEY] to transfer the said shares on the share register of the within named corporation with full power of substitution in the premises.*

*Dated* [DATE]

*In presence of* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *Witness Stockholder*

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

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER [CODE OR LAW]. SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED OR PLEDGED IN THE ABSENCE OF SUCH REGISTRATION UNLESS THE COMPANY RECEIVES AN OPINION OF COUNSEL REASONABLY ACCEPTABLE TO IT STATING THAT SUCH SALE OR TRANSFER IS EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF SAID ACT. COPIES OF THE AGREEMENT, IF ANY, COVERING THE PURCHASE OF THESE SHARES AND RESTRICTING THEIR TRANSFER MAY BE OBTAINED AT NO COST BY WRITTEN REQUEST MADE BY THE HOLDER OF RECORD OF THIS CERTIFICATE TO THE SECRETARY OF THE CORPORATION AT THE PRINCIPAL EXECUTIVE OFFICES OF THE CORPORATION.