

**CERTIFIED COPY OF THE RESOLUTIONS OF
THE DIRECTORS OF**

[insert name of the corporation]
(the "Corporation")

Purchase Money Security Interest Agreement ("PMSI") in favour of Tech Data Canada Corporation ("Secured Party")

WHEREAS the directors of the Corporation without authorization from the shareholders may from time to time borrow money on the credit of the Corporation, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the properties of the Corporation owned or subsequently acquired to secure any obligations of the Corporation;

AND WHEREAS it is expedient and in the best interest of the Corporation that the directors exercise the authority conferred on them as aforesaid;

By virtue of the authority conferred on the directors as aforesaid and other powers hereunto enabling them.

NOW THEREFORE BE IT RESOLVED THAT:

1. The creation, execution and delivery of a purchase money security interest agreement ("PMSI") in favour of the Secured Party be and the same is hereby authorized, in accordance with and subject to the terms and conditions contained in the draft PMSI which has been submitted to the directors, a copy of which draft PMSI each and every director acknowledges he or she has had an opportunity to review.
2. In order to secure the due payment of principal and interest (including interest on amounts in default) owing to the Secured Party by the Corporation, the Corporation does hereby grant a security interest in its undertaking, property and assets in favour of the Secured Party as and to the extent provided for in the draft PMSI.
3. The PMSI in the form of the aforementioned draft, be executed and delivered for and in the name of the Corporation by _____ [insert name of individual signing], the _____, [insert position of person signing] Of the Corporation, (whether under the corporate seal or otherwise) together with such additions, alterations, amendments and deletions as may be approved by such person, and the execution thereof accordingly shall be conclusive evidence that the PMSI so executed is the PMSI authorized by this resolution.

4. Any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver all such further and other documents with such additions, deletions and amendments that such officer or director shall approve and to do all such acts and things as he or she may determine necessary or desirable in connection with or to carry out the foregoing, such approvals or determination to be conclusively evidenced by his or her execution of such documents and doing all of such acts and things.

I, _____, [insert name of individual signing] the
_____ [insert position of person signing] of the Corporation, do hereby certify under the corporate seal of the Corporation that the foregoing is a complete and exact copy of the resolutions of the directors of the Corporation passed by the consent of all the directors of the Corporation on the ____ day of _____, 20____ which resolutions are in full force and effect unamended as at the date hereof.

DATED at _____, this ____ day of _____, 20____.

(Name of the Corporation)

(Principal Signature)

Name: _____

Title: _____