

C&D RENTALS, LLC

**UNANIMOUS WRITTEN ACTION OF
THE SOLE MEMBER IN
LIEU OF MEETING**

Pursuant to Title 31 of the Maine Revised Statutes Annotated, Section 1541 and 1556, the undersigned, being the Sole Member of the above-named Limited Liability Company (the "Company"), hereby consents to the taking of the following action and hereby takes the following action in lieu of a meeting, said action being stated in the form of and to be as effective as if taken by unanimous resolution or resolutions of the Sole Member at a meeting of the Company duly called and held at which meeting the undersigned Sole Member was present throughout:

RESOLVED: That William M. Cooney as Manager of the Company is hereby authorized to open any deposit, checking or share account(s) in the name of the Company, and to take any and all other actions as he shall deem necessary and appropriate with respect to the Company's banking.

IT IS FURTHER RESOLVED: That William M. Cooney as Manager of the Company is hereby authorized to endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit in Company bank accounts.

IT IS FURTHER RESOLVED: That William M. Cooney as Manager of the Company is hereby authorized to borrow money on behalf and in the name of the Company, sign, execute and deliver promissory notes or other evidences of indebtedness.

IT IS FURTHER RESOLVED: That William M. Cooney as Manager of the Company is hereby authorized to transfer real estate owned by the Company, and to execute deeds and such other documents as he shall determine to be necessary or appropriate in connection therewith, and to purchase real estate to be owned by the Company and to grant mortgages and other evidence of indebtedness to finance the purchase of such real estate, and to execute such other documents as he shall determine to be necessary or appropriate in connection therewith.