

EXECUTED

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED
AUG 01 2003
THOMSON FINANCIAL

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

FOREST SANDS DEVELOPMENT DRILLING PROJECT II, L.P.

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [X] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

FOREST SANDS DEVELOPMENT DRILLING PROJECT II, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code) 150 EAST 58TH STREET, 34 FL

90 MARK GASARCH NEW YORK, NY 10155 212-956-9595

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)

(if different from Executive Offices)



Brief Description of Business PROVIDE FUNDING FOR OIL EXPLORATION AND PRODUCTION

03028621

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0]6 [0]3 Actual Estimated
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction) [M][Y]

GENERAL INSTRUCTIONS**Federal:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

GASARCH MARK

Business or Residence Address (Number and Street, City, State, Zip Code)

150 EAST 58TH ST, 34TH FL, New York, NY 10155

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

WAMPLER JOHN

Business or Residence Address (Number and Street, City, State, Zip Code)

MONTZILLON CH-2205 MONTMOLLIN SWITZERLAND

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No [] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 25,000 -

3. Does the offering permit joint ownership of a single unit?..... Yes No [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

NONE

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ <u>250,000</u>	\$ <u>250,000</u>
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>250,000</u>	\$ <u>250,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>7</u>	\$ <u>250,000</u>
Non-accredited Investors		\$ _____
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

ALL PAID BY GENERAL PARTNER

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 250,000


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to
Officers, Payments

	Directors, & Affiliates	To Others
Salaries and fees	[]	[]
	\$ _____	\$ _____
Purchase of real estate	[]	[]
	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	[]	[]
	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	[]	[]
	\$ _____	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	[]
	\$ _____	\$ _____
Repayment of indebtedness	[]	[]
	\$ _____	\$ _____
Working capital	[]	[]
	\$ _____	\$ _____
Other (specify): <u>PROVIDE FUNDING FOR</u>	[]	[]
<u>DRILLING AND COMPLETION OF 10</u>	[]	\$ <u>250,000</u>
<u>SHALLOW OIL WELLS</u>	[]	\$ _____
	\$ _____	\$ _____
Column Totals	[]	[]
	\$ _____	\$ <u>250,000</u>
Total Payments Listed (column totals added)	[]	\$ <u>250,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>FOREST SANDS DEVELOPMENT DRILLING PROJECT II, LP</u>	Signature 	Date <u>07/30/03</u>
Name of Signer (Print or Type) <u>MARK GASARCH</u>	Title of Signer (Print or Type) <u>SECRETARY OF GENERAL PARTNER</u>	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

CERTIFICATION REGARDING SECURITIES BACKGROUND

THE UNDERSIGNED hereby represents and certifies as follows:

1. The undersigned has not filed any registration statement which is the subject of a currently effective registration stop order entered pursuant to the Securities Act of Washington, Chapter 21.20, RCW, or any other state's securities law, within six years prior to the date of this document.

2. The undersigned has not been convicted, within eleven years prior to the date of this document, of any felony or misdemeanor in connection with the offer, purchase or sale of any security or any felony involving fraud or deceit, including but not limited to, forgery, embezzlement, obtaining money under false pretenses, larceny or conspiracy to defraud.

3. The undersigned is not currently subject to any state administrative enforcement order or judgment entered by the Washington State Administrator of Securities or any other state's securities administrator, within six years prior to the date of this document, and is not subject to any state administrative enforcement order or judgment in which fraud or deceit, including but not limited to making untrue statements of material facts and omitting to state material facts, was found and the order or judgment was entered within six years prior to the date of this document.

4. The undersigned is not subject to an order or judgment of the Washington State Administrator of Securities or any other state's administrative enforcement order or judgment which prohibits, denies or revokes the use of any exemption from registration in connection with the offer, purchase or sale of securities.

5. The undersigned is not currently subject to any order, judgment or decree of any court of competent jurisdiction, temporarily or preliminarily restraining or enjoining, or is not

subject to any order, judgment or decree of any court of competent jurisdiction, permanently restraining or enjoining the undersigned from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security or involving the making of any filing with the State of Washington or any state entered within six years prior to the date of this document.

DATED: 23 July 2003.


Name: Robert Lee, president.

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned ACME Payment Systems Corp., a corporation,
 partnership, other _____ organized under the laws of British Columbia, Canada or
 an individual for purposes of complying with the laws of the States indicated hereunder relating to either the registration
or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors
in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in
any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the
aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding
against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated
hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized
or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

Adam G. Snyder

NAME

777 108th Avenue N.E., Suite 1900, Bellevue, WA 98004

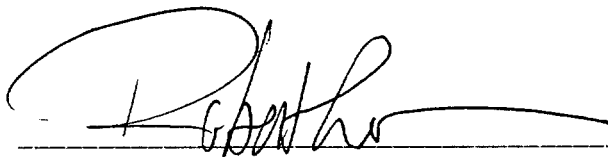
ADDRESS

Place a "✓" before the names of all the States for which the person executing this form is appointing the designated
Officer of that State as its attorney in that State for receipt of service of process:

- | | | | |
|--|--|--|---|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> DELAWARE | Securities Commissioner |
| <input type="checkbox"/> ALASKA | Administrator of the Division
of Banking and
Corporations, Department of
Commerce and Economic
Development | <input type="checkbox"/> DISTRICT OF
COLUMBIA | Public Service
Commissioner |
| <input type="checkbox"/> ARIZONA | The Corporation
Commission | <input checked="" type="checkbox"/> FLORIDA | Department of Banking and
Finance |
| <input type="checkbox"/> ARKANSAS | The Securities
Commissioner | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of
Corporations | <input type="checkbox"/> GUAM | Administrator, Department
of Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> IDAHO | Director, Department of
Finance |
| <input type="checkbox"/> IOWA | Commissioner of Insurance | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> KANSAS | Secretary of State | <input type="checkbox"/> INDIANA | Secretary of State |
| | | <input type="checkbox"/> OHIO | Secretary of State |

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> KENTUCKY | Director, Division of Securities | <input type="checkbox"/> OREGON | Director, Department of Insurance and Finance |
| <input type="checkbox"/> LOUISIANA | Commissioner of Securities | <input type="checkbox"/> OKLAHOMA | Securities Administrator |
| <input type="checkbox"/> MAINE | Administrator, Securities Division | *** PENNSYLVANIA | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input type="checkbox"/> MARYLAND | Commissioner of the Division of Securities | <input type="checkbox"/> PUERTO RICO | Commissioner of Financial Institutions |
| <input type="checkbox"/> MASSACHUSETTS | Secretary of State | <input type="checkbox"/> RHODE ISLAND | Director of Business Regulation |
| <input type="checkbox"/> MICHIGAN | Administrator, Corporation and Securities Bureau, Department of Commerce | <input type="checkbox"/> SOUTH CAROLINA | Secretary of State |
| <input type="checkbox"/> MINNESOTA | Commissioner of Commerce | <input type="checkbox"/> SOUTH DAKOTA | Secretary of State |
| <input type="checkbox"/> MISSISSIPPI | Secretary of State | <input type="checkbox"/> TENNESSEE | Commissioner of Commerce and Insurance |
| <input type="checkbox"/> MISSOURI | Securities Commissioner | <input type="checkbox"/> TEXAS | Securities Commissioner |
| <input type="checkbox"/> MONTANA | State Auditor and Commissioner of Insurance | <input type="checkbox"/> UTAH | Director, Division of Securities |
| <input type="checkbox"/> NEBRASKA | Director of Banking and Finance | <input type="checkbox"/> VERMONT | Com. of Banking, Ins., Securities & HCA |
| <input type="checkbox"/> NEVADA | Secretary of State | <input type="checkbox"/> VIRGINIA | Clerk, State Corporation Commission |
| <input type="checkbox"/> NEW HAMPSHIRE | Secretary of State | <input checked="" type="checkbox"/> WASHINGTON | Director of the Department of Financial Institutions |
| <input type="checkbox"/> NEW JERSEY | Chief, Securities Bureau | <input checked="" type="checkbox"/> WEST VIRGINIA | Commissioner of Securities |
| <input type="checkbox"/> NEW MEXICO | Director, Securities Division | <input type="checkbox"/> WISCONSIN | Commissioner of Securities |
| <input type="checkbox"/> NEW YORK | Secretary of State | <input type="checkbox"/> WYOMING | Secretary of State |
| <input type="checkbox"/> NORTH CAROLINA | Secretary of State | | |
| <input type="checkbox"/> NORTH DAKOTA | Securities Commissioner | | |

Dated this 23rd day of July, 2003.



By Robert Lee

President / CEO

TITLE

(SEAL)

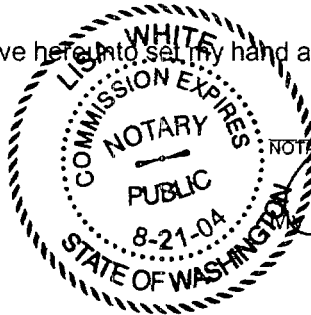
CORPORATE ACKNOWLEDGMENT

State or Province of Washington)

County of King) ss.

On this 23rd day of July, 2003, before me Lisa White the undersigned officer, personally appeared Robert Lee known personally to me to be the President/CEO of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Lisa White

NOTARY PUBLIC/COMMISSIONER OF OATHS Lisa White

My commission expires: August 21, 2004

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____)

County of _____) ss.

On this _____ day of _____, _____, before me _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

NOTARY PUBLIC/COMMISSIONER OF OATHS _____

My commission expires: _____

**INSTRUCTIONS TO FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform FORM U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2 - 4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. A "✓" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on FORM U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner, and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

FORM U-2A UNIFORM CORPORATE RESOLUTION

UNIFORM FORM OF
CORPORATE RESOLUTION
OF

ACME Payment Systems Corp.

(Name of Corporation)


RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the President Secretary of ACME Payment Systems Corp., a corporation organized and existing under the laws of the ^{Province} state of British Columbia, Canada; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 23rd day of July, 2003, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 23rd day of July, 2003.

(CORPORATE SEAL)



President/Secretary