



NUMBER	
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SHARES	250,000
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Knowledge 2000, Inc.

This certifies that MATHEW MACPHERSON WALKER RETIREMENT TRUST *is the*
registered holder of TWO HUNDRED & FIFTY THOUSAND *Shares*
transferable only on the books of the Corporation by the holder hereof in
person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and its Corporate Seal to be hereunto affixed
this 30 *day* *of* OCTOBER *A.D.* 2002

J. Walker

