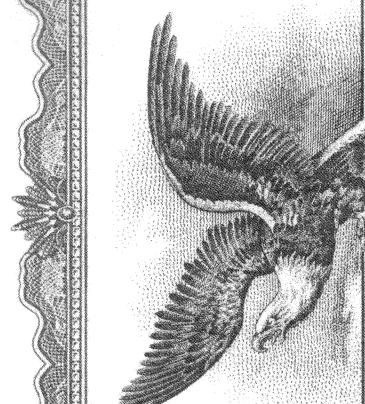


XKnowledge 2000, Inc.

SHARES
250,000

NUMBER
1



This certifies that MATTHEW MACPHERSON WALKER RETIREMENT TRUST is the registered holder of TWO HUNDRED & FIFTY THOUSAND — Shares

transferrable 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

