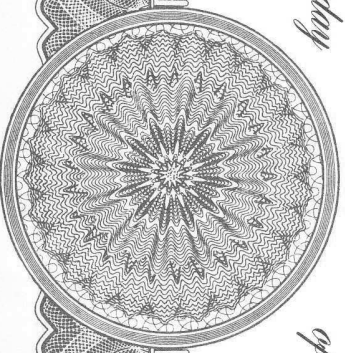


# Knowledge 2000, Inc.

**This certifies that** Wendy Stead *is the*  
*registered holder of* 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 \_\_\_\_\_ day of \_\_\_\_\_ A.D. 20\_\_



If full satisfaction of my debt to Wendy Heald has not been made by January 1, 2004, I hereby authorized the transfer of 50,000 shares of Knowledge 2000 from my account to Wendy Heald to be used as collateral against that debt.

If the debt has not been fully extinguished by this date, Wendy Heald may present this stock certificate to the Corporation for signature by the corporation's officers, and may subsequently sell all or part of the stock in order to satisfy the balance of the debt.

The remaining proceeds or unsold shares will then be returned to Jonathan Walker. However, if the debt is fully extinguished on or prior to January 1, 2004, this certificate will become null and void.

J. Walker

Date: October 1, 2002

Jonathan Walker

*For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto \_\_\_\_\_*

*Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_*

*Attorney to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.*

*Dated \_\_\_\_\_ A.D. 20\_\_*

*In presence of \_\_\_\_\_*

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.