

19. **Counterparts.** This agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

20. **Waiver of Rights.** A failure or delay in exercising any right, power or privilege in respect of this Agreement will not be presumed to operate as a waiver, and a single or partial exercise of any right, power or privilege will not be presumed to preclude any subsequent or further exercise, of that right, power or privilege or the exercise of any other right, power or privilege.

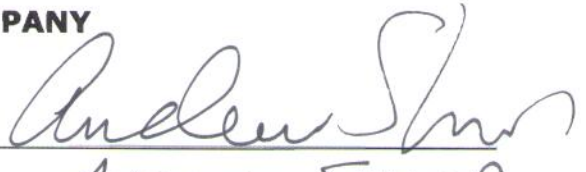
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the Effective Date.

**CONSULTANT**



Ken Cannizzaro

**COMPANY**

By 

Name: Andrew SHARP

Title: CEO