

SECRETARY'S CERTIFICATE

I, _____, certify that I am the duly authorized, constituted and qualified Corporate Secretary of _____ (the "Corporation"), a corporation organized under Philippine law, and that the following is a true copy of the resolution/s duly and regularly adopted by the Board of Directors of the Corporation at a meeting regularly called and held on _____, at which a quorum was present and acting throughout:

(COPY OF RESOLUTION)

Makati, Metro Manila, _____ 200__.

Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY _____) S.S

SUBSCRIBED AND SWORN TO before me this _____th day of _____ 200__, affiant exhibiting to me his Com. Tax Cert. No. _____ issued at _____ on _____ 200__.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 200__.