

SECRETARY'S CERTIFICATE

I, <NAME OF CORPORATE SECRETARY>, of legal age, single/married, Filipino, with postal address at <office address>, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Secretary of Company Name (hereinafter referred to as "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at <principal office address>.
2. At the meeting of the Board of Directors of said Corporation held on <date of meeting> at which a quorum was present and constituting at least two-thirds (2/3) of the outstanding capital stock or shareholders were present and/or represented by their proxy and acting throughout the following resolutions were unanimously approved:

BOARD RESOLUTION No. ____

Resolved that Bank of China (Hong Kong) Limited – Manila Branch (hereinafter called "BOC") be, and hereby is, designated a depository of the funds/monies of the Corporation and that the Corporation be and hereby is, authorized to open savings, time, current and/or trust accounts with BOC Head Office and/or any of its branches.

Resolved, further that any ____ of the following be authorized (i) to sign, execute and/or deliver any and all documents in connection with the opening and maintenance of the account(s) including but not limited to the issuance of authorization letters for the conduct by the Corporation's auditors of their audit on the account(s); (ii) to withdraw the funds/monies of the Corporation by checks, receipts, drafts, bills of exchange, withdrawal slips, orders for payment or otherwise; (iii) to sign, endorse, draw, accept, make, execute, and/or deliver for negotiation, payment, deposit or collection, checks, receipts, drafts, bills of exchange, orders for payment and/or other similar instrument in connection with the account(s); and, (iv) to operate and/or designate user(s) of Electronic Banking Facilities / Corporate Internet Banking Facilities to be provided by BOC:

Name/Position	Specimen Signature

RESOLVED, that any one following Corporation's representatives are hereby authorized to confirm checks deposits, checks issuance, inquire about balances of the account as well as pick up documents relating to the account:

Name	Signature
_____	_____
_____	_____

RESOLVED FURTHER, that all things done and documents executed into by the signatories is in accordance with the foregoing authorities are hereby confirmed, affirmed and ratified. Likewise, all things done and documents executed and entered into prior to this Resolution are hereby affirmed, confirmed and ratified

Resolved, finally to confirm and ratify the acts and things done by the aforementioned signatories pursuant to and in accordance with the foregoing authorities.

The Corporation has the following current members of the Board of Directors elected in the annual meeting of the stockholders held on <date of annual meeting>:

Name	Position	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

The principal officers of the Corporation elected in the Organizational Meeting of the Board of Directors held on <date of Organizational Meeting> are as follows:

Name	Position
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

3. The foregoing information is in accordance with the records of the Corporation and the Securities and Exchange Commission.

IN WITNESS WHEREOF, I hereunto affixed my signature at _____ this _____.

Company Name
Corporate Secretary

Attested by:

ABC
President / General Manager

REPUBLIC OF THE PHILIPPINES)
) S.S.

SUBSCRIBED AND SWORN TO before me in _____ this
_____; affiant exhibiting to me his/her valid
ID _____ issued at _____ issued on
_____.

Docs No. : _____
Page No. : _____
Book No. : _____
Series of _____