

Republic of the Philippines )  
City of \_\_\_\_\_ ) S.S.

### SECRETARY'S CERTIFICATE

I, (Name of Corporate Secretary), of legal age, married/single, Filipino, with business address at (Complete Business Address of Corporate Secretary), after being sworn in accordance with law hereby depose and state:

1. I am the duly elected Corporate Secretary of (Complete Name of Corporate Applicant), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at (Complete Business Address of Corporate Applicant), (the "Corporation");
2. At the special/regular meeting of the Board of Directors held at its principal office on (Date of Special/Regular Board Meeting), at which meeting a quorum was present, the following resolutions were regularly passed and unanimously approved by the Board of Directors, to wit:

**"RESOLVED, AS IT IS HEREBY RESOLVED**, that the Corporation be authorized, as it is hereby authorized, to be registered as a **Qualified Institutional Buyer** with Unicapital, Inc. (the "**Registrar**") and to comply with the requirements of the Registrar in accordance with the relevant provisions of the rules and regulations of the Securities and Exchange Commission;

**"RESOLVED FURTHER**, that the Board of Directors designate and authorize the following officers as signatories of the Corporation to, execute, sign and deliver any and all documents, and other writings of whatever nature or kind for and in behalf of the Corporation, necessary for the implementation of this resolution, to wit:

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

**"RESOLVED FINALLY**, that the foregoing authorities shall remain in full force and effect and binding of the Corporation until notice in writing is received by the Registrar through the office of the President or another Board Resolution, revoking, amending or otherwise modifying the same."

3. I hereby further certify that the foregoing resolutions are in accordance with the records of the Corporation, and that the same has not been amended, superseded, or repealed.

**IN WITNESS WHEREOF**, I hereunto affix my signature this \_\_\_\_ day of \_\_\_\_\_  
20\_\_ at \_\_\_\_\_.

(Complete Name of Corporate Secretary)  
**Corporate Secretary**

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_ 20\_\_ at  
\_\_\_\_\_ affiant exhibiting his/her/their (Valid ID Number e.g. Passport, etc.) issued  
on \_\_\_\_\_ at \_\_\_\_\_.

NOTARY PUBLIC

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