REPUBLIC OF THE PHILIPPINES)

      ) S. S.

**SECRETARY’S CERTIFICATE**

That I,      , being the duly elected, qualified and incumbent Corporate Secretary of       (the “Corporation”)

**DO HEREBY CERTIFY:**

1. That the following are excerpts from the Minutes of Meeting of the Board of Directors of       held on       :

**“RESOLVED**, as it is hereby resolved, that this Corporation be authorized to enter into an agreement with **Pacific Cross Philippines**, to provide for the health care/insurance coverage for all its present and future employees;

**RESOLVED, Further,** that       (*Name and Designation*) of the Corporation whose specimen signatures appear below, be empowered to sign, execute and deliver, for and in behalf of the Corporation, any and all applications for insurance including but not limited to indemnity agreement and guarantee payment and such other instrument or document that may be required to carry out the foregoing purpose.”

1. That the above excerpts are true and correct excerpts from the Minutes of the aforesaid Board meeting, a copy of which is in my possession and custody as such Corporate Secretary.
2. I further certify that       (*Name of Corporation*) has not been dissolved or in the process of dissolution.
3. That the foregoing resolution is effective and has not been revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation, this       day of       20     , at      .

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|  | Corporate Secretary |

**SUBSCRIBED AND SWORN** to before me, this       day of       20     , at      ; affiant exhibiting to me his Community Tax Certificate No.      , issued on      , at      .

Doc. No.      ;

Page No.      ;

Book No.      ;

Series of      ;