

**CORPORATE SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, of legal age, being the duly elected and qualified Corporate Secretary of \_\_\_\_\_ (the "Corporation"), with principal offices at \_\_\_\_\_, after having been sworn according to law, hereby depose and state:

That at a Special meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously approved:

"RESOLVED, that the Corporation be, as it is hereby, authorized to enter into transaction and/or avail of products of facilities of, brokered by or through the intermediation of, Australia and New Zealand Banking Group Limited, or any of its branches, affiliates and wholly/partly owned subsidiaries (hereinafter individually or collectively referred to as "ANZ" for the purpose of these resolutions), including but not limited to financial and investment products, deposit accounts (including electronic/internet banking facilities), cash management services, remittances, fund transfers, foreign exchange transactions, option contracts, Letters of Credit and trade transactions, loan transactions, funding arrangements, discounting and credit facilities with or without security, trust and investment management accounts, execution of mortgages, pledges, assignments or hypothecation of the assets of the Corporation, and similar transactions as the Corporation's authorized signatories may deem reasonable, proper and beneficial in the interest of the Corporation;

"RESOLVED, that any \_\_\_\_\_ of the following Officers and Directors of the Corporation be, as they are hereby, authorized to sign, for and in behalf of the Corporation, any documents, papers, instruments, forms, agreements, or contracts as may be appropriate and/or required by the foregoing powers/transactions authorized above;

Name	Position
_____	_____
_____	_____
_____	_____
_____	_____

"RESOLVED, that the foregoing authorized signatories be, as they are hereby, authorized to transmit or communicate their instructions from time to time via phone, letter, authenticated telex and telecopier (facsimile) process (the "Communication/s") in connection with the exercise of the foregoing powers, in accordance with which ANZ shall be entitled (but shall not be bound) to rely and act upon such Communications which it believes in good faith to be signed and/or authorized, or apparently signed and/or authorized, by the authorized signatories of the Corporation;

"RESOLVED, that the Corporation shall be considered fully bound by such medium of instructions and by the terms and conditions of ANZ's standard forms for the transactions covered by the Communications, to the same extent and in the same manner as if its authorized signatories had accomplished ANZ's standard forms;

"RESOLVED, that the Corporation shall indemnify and keep ANZ free and harmless from any losses, damages or liabilities (including any disclosure of information as a result of the means of communication adopted) which the Corporation may suffer by reason of the bank's compliance with any instructions by phone, letter, authenticated telex or telecopier (facsimile) process, provided that the bank acted in good faith and believed such instructions/signatures to be genuine and/or authorized.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

CORPORATE SECRETARY

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, by affiant who exhibited to me his/her Community Tax Certificate/ Passport o. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_.

NOTARY PUBLIC

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