

SECRETARY'S CERTIFICATE

I, _____, Filipino, of legal age, single/married, with _____ residence address at _____, Philippines, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the duly elected Corporate/Partnership Secretary of _____ (hereinafter referred to as "Corporation/Partnership"), a corporation/partnership existing and organized under and by virtue of the laws of the Philippines and duly registered with the Securities and Exchange Commission;

2. At the Board of Directors'/Partnership meeting of the Corporation/Partnership held on _____, _____ at _____, Philippines, at which meeting a quorum was present, the following resolution was unanimously passed and approved, to wit:

RESOLUTION

"RESOLVED, That, the Board of Directors/Board of Trustees/Partnership, having been made aware of and having understood the terms and conditions governing the use of the electronic banking services being offered by United Coconut Planters Bank (UCPB), including, but not limited to, the multi-functions of UCPB.BIZ, and hereby acknowledging, as it hereby acknowledges, the corresponding risks and hazards entailed in availing of such electronic banking services, do hereby authorize, as it hereby authorizes, the Company to avail of any or all of the electronic banking services of UCPB and to open and enroll such bank accounts with UCPB specifically for this purpose or to enroll for this purpose all or any of its existing bank account(s) with UCPB.

RESOLVED, FURTHER, That, in order to implement the foregoing, the Board of Directors/Board of Trustees/Partnership hereby constitute and appoint any of the following officers, namely:

Name	Designation
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

or such officer or employee, or person they may designate as the Company's true and lawful attorney(s)-in-fact, for it and in its name, place and stead, to act for and in behalf of, and represent the Company in connection with the use of UCPB's electronic banking services by doing any and all of the following acts and deeds:

- (a) to designate and/or change, from time to time, the Company's User ID and Password for the account(s) to be enrolled in the Bank's electronic banking services;
- (b) to access any of the Company's enrolled accounts with the use of the said User ID and Password; and

(c) to keep, at the Company's sole responsibility and liability, the confidentiality of such User ID and Password such that the actual use of the User ID or Password in any UCPB electronic banking services transaction shall be deemed authorized by this Board insofar as UCPB is concerned.

RESOLVED, FINALLY, That anyone of the above-named officer(s) be, as they are hereby, authorized (i) to enter into agreement(s) with UCPB; (ii) to agree to UCPB's terms and conditions, specially holding, in behalf of the Company, UCPB and/or any of its officers or representatives free and harmless from any and all losses, liabilities, demands and claims of whatever nature due to, arising out of, or in connection with or resulting from the use of UCPB's electronic banking services, including, but not limited to any delay, any error or event, such as computer error, computer off-line or telephone and/or mobile phone line interruption, unauthorized use of the User ID and Password, or any other cause not reasonably within UCPB's control; (iii) to waive all rights of action that the Company may have against the UCPB, its officers and/or representatives in connection with the use of UCPB's electronic banking services; and (iv) to sign, manually or electronically, such agreement(s), whether in hard or soft copy, as the electronic banking services of UCPB may require."

3. I hereby certify that the foregoing resolutions are in full force and effect and that they have not been revoked, amended or cancelled.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ 200__, at Makati City, Philippines.

Signature over Printed Name
Affiant

SUBSCRIBED AND SWORN to before me on the date and place above-mentioned, affiant exhibiting his/her Community Tax Certificate No. _____ issued on _____, 2____, at _____, Philippines.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2_____