SECRETARY'S CERTIFICATE

Filipino, with office Ι, of legal age and address at , do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of _____ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at ;

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on ______, the following resolution was passed and approved:

"RESOLVED, that be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend all meetings of the stockholders of A BROWN COMPANY, INC. (A Brown), whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in A Brown and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

"RESOLVED, FINALLY, That A Brown be furnished with a certified copy of this resolution and A Brown may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in on ______

Printed Name and Signature of the **Corporate Secretary**

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in _____ in _____ Affiant exhibited to me his Competent Evidence of Identity by way of ______ issued on _____ at _____.

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