REPUBLIC OF THE PHILIPPINES)
)S.S.

SECRETARY'S CERTIFICATE

      I**,** _____, Filipino citizen, of legal age, and with office address at _____, after being duly sworn in accordance with law, depose and state:

      1. I am the Corporate Secretary of _____, (**"the Corporation"**), a corporation duly organized and existing in accordance with Philippine laws, and with principal office address at _____;

      2. As Corporate Secretary, I take down the Minutes of the meetings of the stockholders and of the Board of Directors of the Corporation;

      3. At the regular meeting of the Board of Directors of the Corporation, held on _____ (year), at which meeting a quorum was present and acting throughout, the following resolution was unanimously approved and adopted:

      RESOLVED, That in connection with the Corporation's receivables arising from the Wholesale Electricity Spot Market transactions with the Independent Electricity Market Operator of the Philippines, Inc., that the Corporation hereby authorizes IEMOP to pay said receivables directly to _____, through the following bank account:

      Account Name: _____
      Account No.: _____

      RESOLVED FURTHER, That IEMOP's authority to pay such receivables to _____ shall continue until it receives written instruction from the Corporation's authorized representative to terminate said arrangement.

      RESOLVED FINALLY, that _____, _____, is hereby authorized to coordinate with IEMOP and to execute and deliver for and in behalf of the Corporation all such documents and papers necessary, and to do or cause to be done all acts and things necessary, proper and convenient to give effect to the foregoing resolution."

      4. The above resolution has not been modified and is still in full force and effect.

      IN WITNESS WHEREOF, I have signed this certification on this _____ day of _____at _____.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____day of _____at _____, affiant exhibiting to me her Identification No. _____issued on _____ at _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of (year).