

Certification of **Corporate Authorization (General)**

(See Rules 198 and 199 of Rules of Board of Governors of New York Stock Exchange)

I, _____, being duly constituted Secretary of _____, a corporation organized and existing under and by virtue of the Laws of the State of _____ (hereinafter called this Corporation) do hereby certify that the following is a true and complete copy of resolutions duly adopted at a meeting of the Board of Directors of this Corporation, duly called and held on _____, at which a quorum was present and voting: that said resolutions are still in full force and effect and have not been rescinded; and that said resolutions are not in conflict with the Charter or By-Laws of this Corporation:

RESOLVED: That any of the following officers, to wit: _____

_____ of this Corporation by, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by this Corporation, and to make, execute and deliver, under the corporate seal of this Corporation or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

FURTHER RESOLVED: That whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary or an Assistant Secretary of this Corporation in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state that these resolutions are in full force and effect, and shall also set forth the names of persons who are then officers of this Corporation, then all persons to whom such instrument with the annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this Corporation and that with respect to such securities and authority of these resolutions and of such officers is still in full force and effect.

I further certify that the following is a true and correct list of the present officers of this Corporation:

_____ President _____	_____ Secretary
_____ Vice Pres. _____	_____ Treasurer

Date _____

(Signature of Secretary)

(Seal)

Signature Guaranteed: