

REPUBLIC OF THE PHILIPPINES )  
PASIG CITY ) S.S.

**SECRETARY'S CERTIFICATE**

\_\_\_\_\_, of legal age, Filipino, with address at \_\_\_\_\_, being the duly elected and qualified \_\_\_\_\_ of \_\_\_\_\_ (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that during the meeting of the Executive Committee of the Corporation held on \_\_\_\_\_, the following resolutions were unanimously approved:

"RESOLVED, \_\_\_\_\_ (the 'Corporation') designate, as it hereby designates, the \_\_\_\_\_, as the duly authorized representative of the Corporation for the purpose of attending the stockholders' meeting of **PACIFIC ONLINE SYSTEMS CORPORATION** on \_\_\_\_\_, and to vote on any and all questions or matters to be taken up in said meetings;

"RESOLVED, FURTHER, that in the event of the failure of the abovementioned representative to attend the meeting of stockholders, the Corporation shall authorize and empower the Chairman of the Meeting, or in his absence, the Secretary of the Meeting, to exercise fully all rights as the proxy of the Corporation at such meeting;

"RESOLVED, FINALLY, that \_\_\_\_\_ and/or \_\_\_\_\_, be authorized to sign, execute, and deliver the proxy forms, instruments, and documents necessary to implement the foregoing resolutions."

IN ATTESTATION OF THE ABOVE, this Certificate was signed this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_  
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiant having exhibited to me his Community Tax Certificate No. \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_ and TIN \_\_\_\_\_.

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Book No. \_\_\_\_;  
Series of \_\_\_\_.