

SAMPLE SECRETARY'S CERTIFICATE
(For corporate stockholders)

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

SECRETARY'S CERTIFICATE

I, _____, a duly elected and qualified Corporate Secretary of _____, a corporation duly organized and existing under and by virtue of Philippine laws (the "Corporation"), do hereby certify that:

I am familiar with the facts herein certified and duly authorized to certify the same;

At the meeting of Board of Directors of the Corporation duly held and convened on _____ at which meeting a quorum was present and acted throughout, the following resolution was approved, and the same has not been annulled, revoked and amended in any way whatsoever and the same is in full force and effect on the date hereof:

"RESOLVED, That _____ (the "Corporation") authorize as it hereby authorizes Mr./Ms. _____ to sign, execute, issue and deliver for and on behalf of the Corporation, proxy/ies over the shares owned by the Corporation in First Philippine Holdings Corporation ("FPHC"), in favor of _____ to vote the shares owned by the Corporation in FPHC at the regular and/or special meeting(s) of the stockholders and any of their adjournment(s) or postponement(s) and to do or cause to be done all such other acts and things as may be proper or necessary arising out of or in connection with the foregoing authority"

WITNESS THE SIGNATURE of the undersigned as such officer of the Corporation this _____ day of _____ at _____.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of ____ 2009, affiant exhibited to me his/her _____ issued on _____ at _____ as his/her Competent Evidence of Identity and Community Tax Certificate No. _____ issued on _____ at _____.

NOTARY PUBLIC

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of ____.