

**MANAGER'S CERTIFICATE REGARDING
LIMITED LIABILITY COMPANY RESOLUTION**

I hereby certify that I am the Manager of _____, _____, a Limited Liability Company duly organized and existing under the laws of the State of _____, and that the following is a true copy of a resolution duly adopted by the Members of said Limited Liability Company at a meeting held the _____ day of _____, 20____, at which meeting a quorum was present and acting throughout, or by unanimous consent of the Members, and that such resolution has not been rescinded or modified and is in full force and effect:

RESOLVED, that all the Members of this Limited Liability Company, or any one such Member, be and they hereby are fully authorized and empowered to transfer, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, evidences of indebtedness, or other securities (including short sales) now or hereafter standing in the name of or owned by this Limited Liability Company, to purchase stocks, bonds, debentures, notes, evidences of indebtedness and other securities, on margin, or otherwise and to make, execute, and deliver, under the seal of this Limited Liability Company any and all written instruments necessary or proper to effectuate the authority hereby conferred.

I hereby certify that the authority thereby conferred is not inconsistent with the Operating Agreement of this Limited Liability Company and that the following is a true and correct list of Managers of this Limited Liability Company as of the present date and a record of the Manager's signatures:

NAME	SIGNATURE
_____	_____
_____	_____
_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Corporation this _____ day of _____, 20_____.

SEAL _____
MANAGER of _____,
