

_____, INC.

SECRETARY'S CERTIFICATE

THE UNDERSIGNED hereby certifies to BALTIMORE COUNTY, MARYLAND (the "County") that:

1. The Undersigned is the duly elected, qualified and acting Secretary of _____, Inc., a Maryland corporation (the "Corporation").
2. As such officer, I have the custody of the corporate records of the Corporation, including the Minutes of the meetings of the Board of Directors.
3. Attached hereto as **Exhibit A** is a true and complete copy of the Resolution[s] ("Resolution[s]") duly and lawfully adopted by the Board of Directors of the Corporation at a meeting held on _____, 20__.
4. Such [Resolution has] [Resolutions have] not been altered, amended or rescinded and are still in full force and effect on the date hereof.
5. The [Resolution is] [Resolutions are] within the power of the Board of Directors to pass as provided in the Articles of Incorporation and Bylaws of the Corporation.
6. That each of the following persons are, on the date hereof, a qualified and acting officer of the Corporation holding the offices set forth opposite his or her name and is authorized to execute and deliver documents and effect other transactions for the Corporation pursuant to or contemplated by the Resolution[s]:

_____	President
_____	Vice President
_____	Secretary
_____	Treasurer

7. That attached hereto as **Exhibit B** is a true, correct and complete copy of the Articles of Incorporation in full force and effect on the date hereof and that no amendment or other document relating to or affecting the Articles of Incorporation has been filed in the office of the Secretary of the State of Maryland; and no action has been taken by the Corporation, its shareholders, directors or officers in contemplation of the filing of any such amendment or other document or in contemplation of the liquidation or dissolution of the Corporation.
8. That attached hereto as **Exhibit C** is a true, correct and complete copy of the By-Laws of the Corporation in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my signature and the seal of the Corporation this ___ day of _____, 20__

_____(SEAL)
_____, Secretary

I, _____, hereby certify that:

- (1) I am the duly elected, qualified and acting President of the Corporation.
- (2) _____ is the duly elected, qualified and acting Secretary of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my signature as of this _____ day of _____, 20__.

_____, President

1/5/10