

Republic of the Philippines)
City of _____) S.S.

SECRETARY'S CERTIFICATE

I, _____, of legal age, single/married, a resident of _____, being duly sworn, depose and say:

I am the duly elected Corporate Secretary of _____.

At a meeting held on _____, the board of directors and stockholders of the Corporation have approved the increase of its authorized capital stock to _____ (P _____) divided into _____ (_____) shares, with a par value of _____ (P _____), per share.

In connection with said increase of capital, I hereby certify that all non-subscribing stockholder(s) has/have waived his/her/their pre-emptive right(s) to subscribe.

I further certify that from the time of such stockholders and directors' approval of the increase in capital stock up to the filing of the application for increase of capital stock with the Commission, to the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have here unto set my hand on this _____ day of _____ 2013 in _____, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 2013, in _____ Philippines, affiant exhibiting to me his/her TIN/ID/Passport No. _____ issued on _____ at _____.

Notary Public

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