

SECRETARY'S CERTIFICATE

I, _____, _____ citizen, of legal age and with office address at _____,do hereby certify that:

1. I am the duly appointed Corporate Secretary of _____(the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines,with office address at _____.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Companyheld on _____, the following resolutions were passed and approved:

"RESOLVED, That _____, _____ be authorized and appointed, as he is hereby authorized and appointed, as the Company's Proxy (the "Proxy") to attend all meetingsof the stockholders of Premium Leisure Corp. (PLC) whether the meeting is regular or special,or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Company held in PLC and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and steadof the Company.

"RESOLVED, FINALLY, That PLC be furnished with a certified copy of this resolution andPLC may rely on the continuing validity of this resolution until receipt of written notice of itsrevocation."

3. The foregoing resolutions have not been modified, amended or revoked in accordance with the records ofthe Company presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in _____ on _____.

Printed Name and Signature of
theCorporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in_____.
Affiant exhibited to me his Competent Evidence of Identity by way of _____ issued on _____ at_____.

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