

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

Name of Corporation

I, _____, hereby certify that I am the [Assistant] Secretary of _____ a corporation duly organized and existing under the laws of the State of _____, and that the following resolutions were duly adopted at a meeting of the Board of Directors of said Corporation duly held on _____ (date meeting held), at which meeting there were present and acting throughout a quorum authorized to adopt said resolutions, that the proceedings of said meeting were in accordance with the charter and by-laws of said Corporation, and that said resolutions are duly recorded in the minutes of the meetings of said Board of Directors and have not been amended or revoked and are in full force and effect. I hereby further certify that neither the articles of incorporation or other bylaws of said Corporation, nor any agreement or other instrument to which said Corporation is a party or by which it is bound, require the vote or consent of shareholders of said Corporation to authorize any act, matter or thing described in the following resolutions.

RESOLVED, that the Corporation has entered or will enter into one or more commercial, lease and/ or retail installment sale finance agreements with a licensed motor vehicle dealer who, in turn, intends to assign them to Chrysler Capital whereby the Corporation will receive credit and/or lease accommodations in connection with the purchase and/or lease of motor vehicles (the "Credit Documents");

RESOLVED, that, in accordance with these Credit Documents, the Corporation may assume certain credit and/or lease obligations to Chrysler Capital in connection with the credit extensions provided by Chrysler Capital and that these and other actions taken by the Corporation in connection with the Credit Documents do not violate any Corporation covenants under its organizational agreements or otherwise;

RESOLVED, that the officer, manager, director or shareholder of the Corporation listed below is authorized and empowered to sign on behalf of the Corporation the Credit Documents and any and all documents necessary or required by Chrysler Capital in connection with the Credit Documents, and from time to time to perform all such other acts and things deemed by him/her necessary, convenient, or proper to carry out, modify or supplement the Credit Documents or any other such agreements and arrangements made with Chrysler Capital in connection with them.

List Officer, Manager, Director or Shareholder of the Corporation authorized to sign:

_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title

IN WITNESS WHEREOF, I have executed this Certificate as of this _____ day of _____, 20____

[Assistant] Secretary Signature