



Banco de Crédito del Perú
Miami Agency

121 Alhambra Plaza, Suite 1200
Coral Gables, Florida 33134
Phone: 305-448-0971

Corporate Resolutions
For the Account of

Covering General Banking Powers and Custody Services.

Account Number

CORPORATE BANKING RESOLUTIONS

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of _____, a corporation organized and existing under and by virtue of the laws of the _____ and having its principal place of business in _____; that as such officer I am the keeper of the records and corporate seal of said corporation; that the following is a true and correct copy of resolutions adopted at a meeting of the board of directors thereof duly convened and held in accordance with its bylaws and the laws of said jurisdiction on _____, 199____, at which a quorum was present and acting throughout; that such resolutions have been entered in the regular minute book of said corporation; and that such resolutions and the adoption thereof confirm to the provisions of the bylaws of said corporation relating thereto, are not inconsistent with its articles of incorporation, have not been modified, amended, repealed, or rescinded, and are now in full force and effect.

(Fill in the Complete Title of the Account-Indicate if Corporate Division)

PART A. BANK ACCOUNT AUTHORITY

Designation of Depository

RESOLVED, that the Bank be and is hereby designated as a depository of this Corporation, and

Deposits and Stop Payments

RESOLVED, that the officers, agents and employees of this Corporation be, and each of them hereby is, authorized to deposit any of the funds of this Corporation with the Bank, stop payment of any checks drawn on any account of the corporation, and to waive presentment, demand, protest and notice of protest or dishonor of any check, note, bill, draft, or other instrument deposited with the Bank by the Corporation, and the Bank is authorized to receive and accept deposits, stop payment orders, and waivers without any duty to inquire as to the authority of any person or persons; and

Authorized Signers

RESOLVED, that the following:

Name	Title
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Signing: Singly Jointly Any Two

Other: _____

are hereby authorized on behalf of this Corporation to:

General Account Authority

1. Establish, modify and close demand, savings and time deposit arrangements or accounts with the Bank, in the name indicated above or in any other name, purchase bankers acceptances and otherwise invest funds of the Corporation from and with the Bank, obtain certification of any item, and withdraw from of charge against any funds of this Corporation deposited in the Bank at any time and from time to time as permitted by the rules and regulations of the Bank, or any agreement in effect between this Corporation and the Bank, and the Bank is hereby authorized to honor any such withdrawal upon checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders of the payment of money (all of the foregoing being collectively referred to as "items") when made, issued, signed, drawn, accepted, or endorsed (including endorsement by rubber stamp, which are expressly approved) as provided in this Resolution on behalf of this Corporation;

Funds Transfers

2. Order the transfer of funds from the Corporation's account (s) by electronic or by other means by providing instructions to the Bank, and the Bank is authorized to act in reliance on such instructions, and charge the account of the Corporation in accordance therewith and with any Funds Transfer Agreement between the Bank and the Corporation;

Depository Transfer Checks

3. Designate the Bank as depository for safekeeping and agent for the preparation, issuance, deposit and collection of the Corporation's depository transfer checks;

Securities Transactions

4. Deliver stocks, bonds and other securities and property to the Bank for custody upon such terms as the Bank may prescribe, authorize and request the Bank to collect the income and dividends therefrom for the account of this Corporation, and authorize and request the Bank to purchase or sell stocks, bonds and other securities and property for the account of this Corporation;

Safekeeping

5. Deposit, withdraw from the Bank and give receipt for, or authorize the Bank to deliver to bearer or to one or more designated persons, all or any documents and securities or other property held by it, whether held as collateral security or for safekeeping or for any other purpose;

Other Corporate Services

6. Establish arrangements for handling of payroll; check cashing plan; any electronic debit and credit payment services; cash management services, and any other service offered by the Bank to corporate customers;

Oral or Fax Instructions

7. Instruct the Bank on behalf of this Corporation with respect to the foregoing matters orally (in person or by telephone) or by facsimile transmission, and the Bank shall be entitled to honor any such instructions without subsequent confirmation by the Bank regardless of how the instructions were transmitted, so long as the Bank reasonably believes at the time of receipt that the instructions were given by an authorized person; and

Execution of Documents and Indemnification

8. Execute and deliver all agreements and other instruments required by the Bank in connection with any of the foregoing matters, including agreements of indemnity or similar writings in favor of the Bank in such form and content as may be deemed necessary or desirable.

Notice of Certain Defenses or Claims

RESOLVED, That the Bank is hereby authorized (1) to pay any item or make any charge (and also to receive the same from the payee or any other holder) without limitation of amount and without inquiry as to the circumstances of issue, negotiation, or endorsement or the disposition of the proceeds even if drawn to the individual order of any signing person, or payable to the Bank or others for this account, or tendered in payment of his individual obligation, and whether drawn against an account in the name of this Corporation or in the name of any officer or agent of this Corporation as such, and, at the option of the Bank, even if the account shall not have a credit balance of the full amount of such instrument or charge, and this Corporation shall be and remain liable for the full amount of such instrument or charge which shall be immediately due, and (2) to waive presentment, demand, protest, and notice of protest or dishonor of any check, note, bill, draft, or other instrument made, drawn, or endorsed by this Corporation.

PART B. BORROWING AUTHORITY

RESOLVED, that the following:

Name	Title
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Signing: Singly Jointly Any Two

Other: _____

are hereby authorized on behalf of this Corporation to:

General Borrowing Authority

1. Borrow money and obtain credit for this Corporation from the Bank on any terms and make and deliver applications, statements, notes, drafts, acceptances, instruments & guaranty, agreements and any other obligations or undertakings of this Corporation in form satisfactory to the Bank;

Collateral

2. Grant a security interest in or lien upon and pledge or assign and deliver, as security for money borrowed or credit obtained by this Corporation or by another party at the request, or for the benefit, of this Corporation, any assets (whether real, personal, or otherwise) now owned or hereafter acquired by this Corporation and make and deliver security agreements, hypothecations, subordinations, mortgages, pledge agreements, or other documents in the name of this Corporation;

Discount Commercial Paper

3. Discount any bills receivable or any other commercial paper held by this Corporation with full authority to endorse, assign, or guarantee the same in name of this Corporation with full authority to endorse, assign, or guarantee the same in name of this Corporation with or without restriction qualification;

Letters of Credit

4. Apply for, receive and amend letters of credit, and instruct and advise the Bank with regard to all transactions in connection therewith, giving indemnification or other agreements to the Bank in connection therewith; and

Waivers and Extensions

5. Consent to extensions, renewals, changes in terms regarding credit given by the Bank to the Corporation, or as to which the Corporation is surety or guarantor, and to waive any right to notices of every kind.

PART C. MISCELLANEOUS RESOLUTIONS

Indemnification

RESOLVED, that in consideration of the acceptance by the Bank of any accounts under the above designated corporate name, the undersigned agree to protect and indemnify the Bank against all loss or liability, including court costs and attorney's fees, arising from or growing out of the Bank's reliance upon any provision of these Resolutions.

Rules of Bank

RESOLVED, that all of the relationships of this Corporation with the Bank as authorized by these Resolutions shall be subject to the rules and regulations of the Bank and/or such agreements as may be in effect between this Corporation and the Bank as they pertain to the types of accounts or relationships established hereunder; and

Florida Law

RESOLVED, that these Resolutions and the authorities granted thereunder and the rights and obligations of the parties shall be governed by and construed in accordance with the laws of the State of Florida. Any litigation against the Bank will be under the exclusive jurisdiction of the Courts of the State of Florida.

PART D. AUTHORITY OF SECRETARY

RESOLVED, that the Secretary or any other officer of this Corporation be, and hereby is, authorized and directed to certify to the Bank the names of the present officers of this Corporation and other persons authorized to sign for it and the offices respectively held by the, together with specimens of their signatures, and in case of any change of any holder of any such office or holders of any such offices, the fact of such change and the names of any new officers and the offices respectively held by them, together with specimens of their signatures. The Bank be, and hereby is, authorized to honor any instrument signed by any new holder of any such office in respect of whom it has received any such certificate or certificates with the same force and effect as if said officer or officers were named in the foregoing Resolutions in the place of any person or persons with the same title or titles, and the Bank be, and hereby is, authorized to assume conclusively that persons at any time certified to it to be officers or other representatives of the Corporation shall continue as such until receipt by the Bank of written notice to the contrary, except that such notice shall not be effective with respect to any exercise of authority of any of said officers or other persons authorized to sign prior to the receipt thereof nor with respect to any checks or other instruments for the payment of money or the withdrawal of funds dated on or prior to the date of such notice but presented to the Bank after receipt of such notice, and the Bank is hereby authorized at all times to rely upon the last notice, certificate or communication received by it, as to any Resolution of this Corporation or as to the persons who from time to time may be officers or signatories of this Corporation, or as to their respective specimen signature or as to any other corporate matters, and the Bank shall be held harmless in such reliance, even though such Resolution may have been changes; and

Notification of Changes

RESOLVED, that the Bank be promptly notified in writing by the Secretary or any officer of this Corporation of any change in these Resolutions, such notice to be given to each office of the Bank in which any account or other relationship of this Corporation may be maintained, and that until it has actually received such notice in writing, the Bank is authorized to act in pursuance of these Resolutions, and that until it has actually so received such notice it shall be indemnified and saved harmless from any loss suffered or liability incurred by it in continuing to act in pursuance of these Resolutions, even though these Resolutions may have been change; furthermore, to the extent that in the Bank's belief, any notice or Resolution creates an ambiguity or conflict regarding the Authorities at any time in effect, the Bank may, in its sole discretion, take such action as it deems to be appropriate, including continuing to give effect to an existing Resolution or withholding any payment on any item(s) until such time as it is served with an order of a court of competent jurisdiction regarding disposition thereof.

I further certify that the following persons have been duly elected to and now hold the offices in this Corporation in the capacities set forth opposite their respective names.

NAME (Please Print)

TITLE

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

IN WITNESS WHEREOF,

I have hereunto set my hand as Secretary of the Corporation and affixed the Corporate Seal this _____ day of _____ 19 _____.

(Corporate Seal)

Secretary _____

*Other Officer _____

Title _____

***NOTE:**

In case the Secretary or other recording officer is authorized to sign checks, notes, etc., by the above Resolutions, this certificate must also be signed by a second officer of the Corporation. If there is no second officer, the following statement must be signed:

I certify that I am the sole owner of all the stock of the Corporation, and the sole director, and hold the offices of both President and Secretary of the Corporation.

President and Secretary