CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of Heights Finance Corporation (hereinafter called the "Company"), and that the following is a resolution duly adopted by the Company's Board of Directors at a meeting thereof held _________, and that the same is in full force and effect as at the date hereof:

RESOLVED, that any of the officers, regional managers, district managers or branch managers of Heights Finance Corporation be and are hereby authorized to execute and deliver on behalf of the Company the release and quitclaim of real estate mortgages or deeds of trust held by or granted to the Company in their representative capacity as officers, regional managers, district managers and branch managers of Heights Finance Corporation.

DATED: _______ 41 27 62.

(SEAL)

Secretary, as afor said

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