

**CERTIFICATE OF SECRETARY
AS TO
CORPORATE RESOLUTION**

I (1) _____, a duly elect officer (2) _____
_____, a limited liability corporation ("LLC") organized under the laws of the
state of (3) _____, do hereby certify that the following
resolution is a full, true and correct copy of a resolution of the members of said LLC,
duly and regularly adopted in conformance with applicable law and the by-laws of
said LLC on the (4) _____ day of _____, 20__

RESOLVED that

(5) _____

are hereby severally authorized and directed to execute dealer
agreements, title documentation, motor vehicle installment sales
agreements or other documents that will be assigned to First
Investors Financial Services, Inc. for, on behalf of, and in the name
of (2) _____ for the
purchase of motor vehicles in any manner and on such terms as they
or he may deem advisable.

Be it further resolved that notwithstanding any change to or
termination of the foregoing authority by operation of law or
otherwise, First Investors Financial Services, Inc. and any assignee
thereof shall be fully protected and held harmless in relying and
acting upon said authorization until they shall have received written
notice from the Corporation of any such change or termination.

I further certify that said resolution has not been amended or revoked and is still in full
force and effect.

IN WITNESS WHEREOF, I have hereunto set my name as Secretary and affixed the seal
of said Corporation, this (6) _____ day of _____, 20__

Signature: _____
Printed Name: _____

Completion Instructions:

- (1) Insert name of officer
- (2) Insert name of limited liability corporation
- (3) Insert state of corporation
- (4) Insert date of resolution
- (5) Insert names of authorized signatores
- (6) Insert date of certification