

**CERTIFICATE OF SECRETARY
AS TO
CORPORATE RESOLUTION**

I (1) _____, Secretary of (2) _____,
a corporation 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 Board of Directors of said Corporation, duly and regularly
adopted by the Board of Directors in conformance with applicable law and the by-
laws of said Corporation 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 corporate secretary
- (2) Insert name of corporation
- (3) Insert state of incorporation
- (4) Insert date of resolution
- (5) Insert names of authorized signatores
- (6) Insert date of certification