CERTIFICATE OF INCUMBENCY

The undersigned, Secretary/Assistant Secretary of _____ a _____ corporation (hereinafter "Corporation"), hereby certifies as follows:

1. That he/she is the duly elected, qualified and acting Secretary/Assistant Secretary of the Corporation and is charged with maintaining the records, minutes and seal of the Corporation.

2. That pursuant to the Corporation's By-Laws, as amended, the following named person(s) was/were designated and appointed to the office(s) indicated below, and that said person(s) does/do continue to hold such office(s) at this time, and the signature(s) set forth opposite the name(s) are genuine signatures.

NAME	SIGNATURE	TITLE
_____	_____	_____
_____	_____	_____
_____	_____	_____

3. That pursuant to the Corporation's By-Laws, as amended, and certain resolutions adopted by the Corporation's Board of Directors, the person(s) designated to serve in the above-entitled capacity was/were given sufficient authority to act on behalf of and to bind the Corporation with respect to transactions involving the leasing of equipment, including without limitation the sale and lease back of such equipment, and that the execution by said person(s) of documents related to such transactions, including without limitation Master Lease Agreements and Equipment Schedules thereto, constitute a legally binding and enforceable obligation of the Corporation.

4. That pursuant to the Corporation's By-Laws, as amended, the undersigned has the power and authority to execute this certificate on behalf of the Corporation and that he/she has so executed this certificate and set the seal of the Corporation this _____ day of _____, 20_____.

Signature: _____

(SEAL) Name: _____

Title: _____