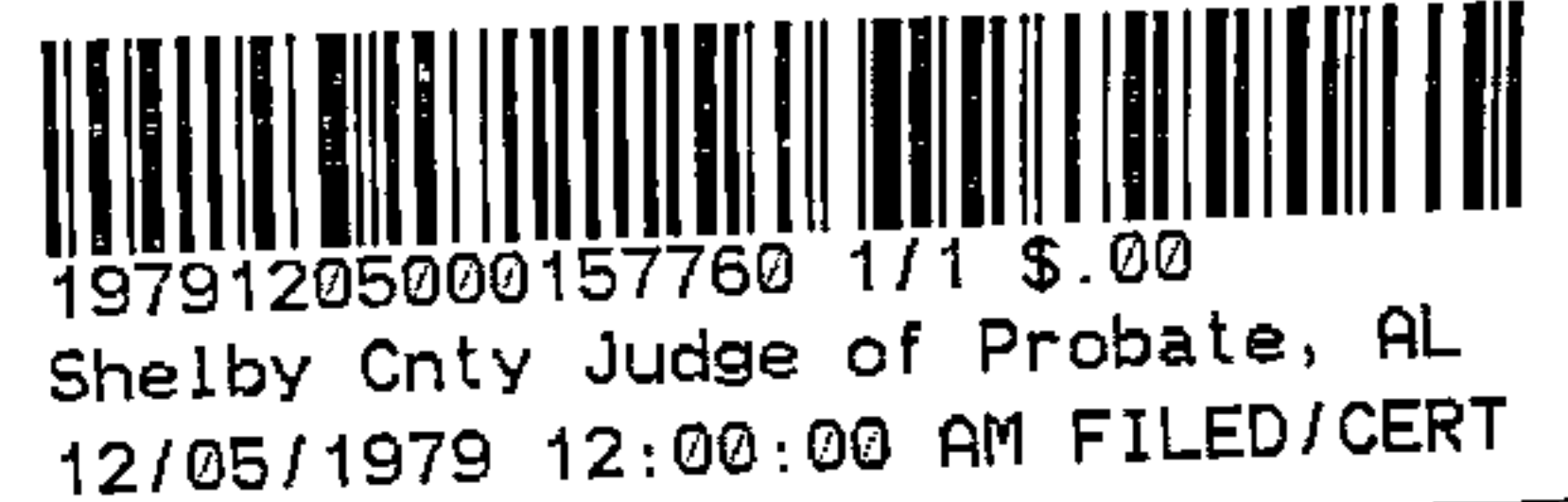


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GENERAL MOTORS CORPORATION
CERTIFICATION



I, Marguerite Romzick, do hereby certify:

That I am the duly appointed and duly acting Assistant Secretary of General Motors Corporation;

That the following resolutions were duly adopted at a meeting of the Board of Directors of General Motors Corporation, duly called, at which a quorum was present, and which was held on April 2, 1979, and that said resolutions are in full force and effect:

RESOLVED, That the resolutions adopted by this Board on April 3, 1967 on the subject "Real Estate Transactions - Authorizations - Contracts - Leases - Deeds" be, and the same hereby are, revoked, and the following resolutions be, and they hereby are, adopted in lieu thereof:

RESOLVED, That the President, each Executive Vice President, the Vice President in charge of the Technical Staffs Group, and the Vice President having supervision of the real estate activities of the Corporation, be, and they hereby are, designated and authorized severally to make, execute, acknowledge and deliver on behalf and in the name of the Corporation, contracts and agreements for the purchase, sale, exchange, letting as lessor or as lessee, or other acquisition, disposition, occupation, possession or use of real estate or any interest therein, of whatever kind and wherever situate, as well as deeds, grants, leases, releases, satisfactions, options, escrows, licenses, assignments, discharges, easements, conveyances and all other instruments and assurances, including covenants of warranty, appropriate to the effectuation of such contracts and agreements; and further

RESOLVED, That the Director of Real Estate and Property Management be, and he hereby is additionally designated and authorized to take all the action authorized in the action authorized in the preceding resolution, limited, however, to transactions involving the acquisition and disposition of residences of employees transferred by General Motors Corporation or its subsidiaries.

That A. T. Hastings is the Director of Real Estate and Property of General Motors Corporation. Management

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said General Motors Corporation this 27th day of November, 1979.

STATE OF ALABAMA
SHELBY COUNTY

1979 DEC -5 AM 9:22

WILLIAM H. SHAW
JUDGE OF PROBATE

Rec. 1.50
Dist. 1.00

Marguerite Romzick
Marguerite Romzick
Assistant Secretary

Perry J. Alcorn

2.50