

**CORPORATE CERTIFICATE
(Commercial Retail/RCL/TRAC)**

The undersigned Secretary/Assistant Secretary of _____,
a _____ corporation with a principal place of business located at
_____ (the "Company") does hereby certify:

The following are true, correct and complete resolutions from a meeting of the board of directors or other governing body of the Company duly called and held, at which a quorum was present and voting, and that said resolutions are unchanged and are now in full force and effect:

"RESOLVED, That the officers of the Company are, and each of them is, hereby authorized on behalf of the Company to finance or lease from Ford Motor Credit Company, including any of its affiliates and subsidiaries ("Ford Credit"), such items of property, in such amounts and upon such terms and conditions as the officer or officers, in their discretion, may deem necessary or advisable; and

FURTHER RESOLVED, That the officers of the Company, and each of the following parties:

(Name & Title)

(Name & Title)

(Name & Title)

(Name & Title)

are authorized, directed and empowered to execute and deliver to Ford Credit, on behalf of the Company, such contracts, leases, powers of attorney and other documents as may be required by Ford Credit in connection with such finance or lease of property; and

FURTHER RESOLVED, That any actions taken by any officer of the Company or any party specifically identified in the foregoing resolutions acting on behalf of the Company before the date of these resolutions that are within the authority conferred by the foregoing resolutions are ratified and approved in all respects.

IN WITNESS WHEREOF I have hereunto set my hand as the Secretary/Assistant Secretary of the Company this ____ day of _____, 20__.

_____, Secretary/Assistant Secretary

James Koser
