

[FORM OF]
INCUMBENCY CERTIFICATE

I do hereby certify that I am the Secretary of _____ (the "Participating Bank"), and further, at a meeting of the Board of Directors of the Participating Bank held _____, 2006, the Participating Bank passed a resolution authorizing the _____ to execute [and the _____ to attest to] a certain Participation and Reimbursement Agreement with PNC Bank, National Association, together with all necessary documents related thereto.

I do hereby further certify that on the day of the meeting and also on the date of this Certification the following were the duly authorized and appointed or elected officers of the Participating Bank and that following their name a respective signature for the same appears:

<u>Office</u>	<u>Name</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

WITNESS my hand and the official seal of the Participating Bank this _____ day of _____, 2006.

Secretary

Affix
Seal