

135023

SL Financial Services
Member of LBBW Group

SECRETARY'S CERTIFICATE

The undersigned, Nils Boenicke, Chief Executive Officer and Peter Mahoney, Deputy CEO and Corporate Secretary of SL Financial Services Corporation, a Delaware corporation (hereinafter "Corporation") hereby certifies as follows:


1. That Nils Boenicke is the duly elected, qualified and acting Chief Executive Officer of the Corporation and Peter Mahoney is the duly elected, qualified and acting Deputy CEO and Corporate Secretary of the Corporation and they have custody of the corporate records, such as By-laws, minutes and seal of the Corporation.
2. That pursuant to the Corporation's By-laws, as amended, the following named persons were designated and appointed to the office(s) indicated below, as of December 28, 2010 and that said persons do continue to hold such offices at this time.

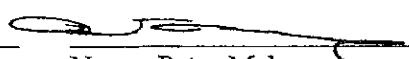
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Name	Title
Mr. Nils Boenicke	Chief Executive Officer
Mr. Peter Mahoney	Deputy CEO & Corporate Secretary
Mr. Ralf Enders	Senior Vice President
Mr. Ralph Verde	Senior Vice President
Mrs. Susan McElroy	Vice President
Dr. Martin Starck	Director
Mr. Alexander Wiedenbach	Director

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3. That Mr. Jürgen Haller was never a Director of the Corporation as erroneously reported in October 2010.
4. That Mr. Klaus Knuth was removed from all official functions effective November 3, 2010.
5. That Mr. Holger Stuhlmann and Mr. Reiner Heine were removed as Directors effective December 28, 2010.
6. That pursuant to the Corporation's By-laws, as amended, the undersigned have the power and authority to execute this certificate on behalf of the Corporation.


Name: Nils Boenicke
Title: Chief Executive Officer


Name: Peter Mahoney
Title: Deputy CEO & Corporate Secretary