

The undersigned, an Assistant Secretary of Median Mortgage Investors (the "Trust"), a Massachusetts Trust with transferable shares, hereby certify that set forth below is a true and correct copy of a resolution adopted by the Trustees of the Trust at a meeting duly called and held on December 7, 1972, as amended by a resolution adopted by the Trustees at a meeting duly called and held on October 25, 1973, at which meetings a quorum was present and acting throughout, and that said resolution has not been amended or modified since October 25, 1973, and is in full force and effect on the date hereof.

1. That pursuant to Section 1.2 of Article I of the Amended and Restated Declaration of Trust, made as of November 19, 1970, whenever in the opinion of the Managing Trustee or Secretary it will be of practical advantage to this Trust to take and hold title to property of this Trust in the name of a nominee, title shall be taken substantially in the following form:

1(a) "To X, as nominee of the Trustees of Median Mortgage Investors, with power to satisfy, discharge, release, subordinate, foreclose, assign, and/or transfer the within mortgage (or other instrument), and to execute deeds of conveyance and deed restrictions and to designate a substitute nominee in his stead."

As an alternative to the form contained in Paragraph 1(a) of this resolution, title to property of the Trust may be taken substantially in the following form:

1(b) "To X, as nominee of the Trustees of Median Mortgage Investors, with power to satisfy, discharge, release, subordinate, foreclose, assign, and/or transfer the within mortgage (or other instrument), and to execute deeds of conveyance and deed restrictions and to designate a substitute nominee in his stead, and to assign to and confer upon such substitute nominee all of the right, title, and interest of X as nominee and with the same powers that are conferred upon said nominee."

2. That whenever title is thus taken in the name of a nominee, such nominee shall execute a designation or designations of a substitute nominee or nominees, in form approved by counsel to this Trust, and all such designations shall be deposited with and retained by this Trust, or by its Investment Advisor, Median Mortgage Advisory Corporation, for use in case the original nominee is not available to foreclose, execute a required satisfaction, discharge, release, subordination, assignment, transfer and/or deeds of conveyance and deed restrictions.

3. That the following persons and only such persons may be named as nominees of the Trustees of Median Mortgage Investors to take and hold title to property of this Trust, with the powers indicated in Paragraph 1(a) of this resolution (or in the alternative form contained in Paragraph 1(b) of this resolution), or may be designated as substitute nominee for any such nominee:

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| (1) Jack R. Courshon | (7) Joseph N. Agate |
| (2) Arthur H. Courshon | (8) Stanley E. Israel |
| (3) Stanley J. Magenheimer | (9) Michael A. Rubin |
| (4) Sumner H. Shafmaster | (10) Bernard L. Eichenbaum |
| (5) Frank E. Pero | (11) Michael H. Salmon |
| (6) John W. Halvorson | (12) Dennis P. Coyle |

4. That, without regard to the identity of the nominee in whose name title to property of this Trust may be or may have been taken, and notwithstanding other provisions of this resolution or the designation of a particular substitute nominee pursuant to this resolution, each of the persons named in Paragraph 3 above shall have power, in behalf of the Trustees of Median Mortgage Investors, to satisfy, discharge, release, subordinate, foreclose, assign, and/or transfer any mortgage (or other instrument), and to execute deeds of conveyance and deed restrictions, and in addition, to execute financing statements, loan agreements, contracts, leases, Condominium declarations, plats, and any and all legal documents, and to endorse checks payable to any of said persons as nominee of the Trustees of Median Mortgage Investors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Trust this 31st day of October, 1973.

Joseph N. Agate
 Assistant Secretary,
 MEDIAN MORTGAGE INVESTORS

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(SEAL)

RECORDED DEC 31 '73