

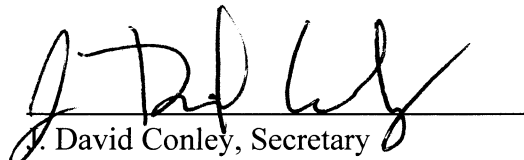
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of MEADOWOOD MAINTENANCE ASSOCIATION, a California nonprofit corporation ("Maintenance Association"); and

2. The foregoing Bylaws comprising twenty-six (26) pages including this page constitute the Bylaws of the Maintenance Association duly adopted by written consent of the Board of Directors of the Maintenance Association effective as of April 14, 1995.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed the seal of the Maintenance Association this 14th day of April, 1995.


J. David Conley, Secretary

[SEAL]