

CERTIFIED COPY OF RESOLUTION OF LIMITED LIABILITY COMPANY

Name of Limited Liability Company

I, _____, hereby certify that I am the Managing Member of, or member designated to act on behalf of _____ a limited liability company duly organized and existing under the laws of the State of _____ (the "LLC") and that at a meeting of the members of the LLC, held in accordance with its governing instruments on _____ (date meeting held), at which a quorum was at all times present and acting, the following resolutions were duly adopted and that such resolutions have not been amended, rescinded or revoked and do not conflict with any of the provisions of the governing instruments of the LLC.

RESOLVED, that the LLC has entered or will enter into one or more commercial, lease and/ or retail installment sale finance agreements with a licensed motor vehicle dealer who, in turn, intends to assign them to Chrysler Capital whereby the LLC will receive credit and/or lease accommodations in connection with the purchase and/or lease of motor vehicles (the "Credit Documents");

RESOLVED, that, in accordance with these Credit Documents, the LLC may assume certain credit and/ or lease obligations to Chrysler Capital in connection with the credit extensions provided by Chrysler Capital and that these and other actions taken by the LLC in connection with the Credit Documents do not violate any LLC covenants under its organizational agreements or otherwise;

RESOLVED, that the officer, manager, director or shareholder of the LLC listed below is authorized and empowered to sign on behalf of the LLC the Credit Documents and any and all documents necessary or required by Chrysler Capital in connection with the Credit Documents, and from time to time to perform all such other acts and things deemed by him/her necessary, convenient, or proper to carry out, modify or supplement the Credit Documents or any other such agreements and arrangements made with Chrysler Capital in connection with them.

List Officer, Manager, Director or Shareholder of the LLC authorized to sign:

_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title
_____ Individual Authorized to Sign (Print)	_____ Individual Authorized to Sign (Signature)	_____ Title

IN WITNESS WHEREOF, I have executed this Certificate as of this _____ day of _____, 20____.

Managing Member Signature

Last date of managing member's meeting

Name of Limited Liability Company

Date of Meeting

RESOLVED, that the officer, manager, director or shareholder of the LLC listed below is authorized and empowered to sign on behalf of the LLC the Credit Documents and any and all documents necessary or required by Chrysler Capital in connection with the Credit Documents, and from time to time to perform all such other acts and things deemed by him/her necessary, convenient, or proper to carry out, modify or supplement the Credit Documents or any of them, and all arrangements made with Chrysler Capital in connection with them.

**Signature only,
do not print**

Title	Date
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Date of signature

John Smith
Managing Member Signature

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