CERTIFIED COPY OF RESOLUTION

NO. 61

This is to certify that at a special meeting of the Board of Directors of the Town of San Luis _____, duly called and held on the _____ 31st day of October 19 83, in the principal office of the corporation in San Luis, Arizona _____ at which a quorum was present, the following resolution was unanimously duly adopted, as shown by the Minute Book of said corporation, to wit:

"WHEREAS, the Mayor of this corporation _____ has executed, or is about to execute to the MASTER LEASE CORPORATION, its Equipment Lease Contract, dated October 10, 1983."

"WHEREAS, the directors of this corporation have examined said Equipment Lease Contract and approve the terms thereof."

"NOW, THEREFORE, BE IT RESOLVED, that the execution and delivery of said Equipment Lease Contract for this company by its Mayor _____ be and the same are hereby authorized, approved and ratified as the act and deed of this corporation."

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of this corporation this 2nd day of November 19 83.

X _____

~~CORPORATE~~ SECRETARY