

**[GENERAL or LIMITED LIABILITY or LIMITED] PARTNERSHIP
CERTIFICATE OF AUTHORIZATION**

The undersigned do hereby certify to COVINGTON CAPITAL CORPORATION, a Utah corporation (“Covington”) that: (i) that they are all General Partners of _____, _____, a _____ [general OR limited liability OR limited] partnership (“Company”); (ii) the Company is validly formed and existing under the laws of the State of _____; (iii) the following is a true and correct copy of the resolutions that were duly adopted by the General Partners of the Company; (iv) the following resolutions have been duly entered into the records and minutes of the Company in conformity with its organizational documents (“Organization Documents”); and (v) said resolutions have not been modified, repealed or rescinded in any way, but are in full force and effect:

“RESOLVED, that the named person or persons on the attached Rider 1 (singularly, Authorized Agent”; collectively, “Authorized Agents”), is authorized, directed, and empowered in the name of and on behalf of the Company, without the consent of any other person, to: (i) enter into a Dealer Agreement with COVINGTON CAPITAL CORPORATION, a Utah corporation (“Covington”) concerning the sale to Covington of Installment Sale Contracts and Security and Disclosure Agreements (collectively “Contracts”), (ii) to modify, supplement or amend the Dealer Agreement, (iii) to enter into any other instruments, documents and agreements in connection with the Dealer Agreement that the Authorized Agent deems necessary, convenient or proper, and (iv) to do and perform any other acts necessary to carry out such power and authority; and be it

FURTHER RESOLVED, that the authority granted herein is deemed to be retroactive and all acts authorized by this resolution, but performed prior to its adoption, are hereby ratified and approved; and be it

FURTHER RESOLVED, that Covington may rely on the foregoing resolutions and the authority of the Authorized Agents to act for the Company until it receives written notice of the revocation of such Authorized Agent’s authority, and receipt of such notice shall not affect any action taken or purchase made prior thereto; and be it

FURTHER RESOLVED, that the Company is hereby authorized and directed to certify to Covington that the foregoing resolutions and the provisions thereof are in conformity with the Organization Documents.”

We do further certify that the Dealer Agreement entered into by the Company and Covington is an agreement referred to in said resolutions and was duly executed pursuant thereto and there are no restrictions imposed by the Organization Documents restricting the power or authority of the General Partners of the Company to adopt the foregoing resolutions or upon the Company or the Authorized Agents to act in accordance therewith.

We do further certify that on the attached Rider 1 is the name or names and specimen signatures of the Authorized Agents of the Company empowered and authorized by the above resolutions.

IN WITNESS WHEREOF, this Authorization is hereby executed this _____ day of _____, 200__ by all General Partners of the Company.

GENERAL PARTNERS

**RIDER 1
TO
[GENERAL or LIMITED LIABILITY or LIMITED] PARTNERSHIP
CERTIFICATE OF AUTHORIZATION
(Name of Company)**

Authorized Agents

Name:

Signature:
