


Chinese Consolidated Benevolent Association of New England, Inc.

Secretary's Certification

I, Kai Lau, the English Secretary of the Chinese Consolidated Benevolent Association of New England, Inc., a Massachusetts not for profit corporation (the "Company") do hereby certify as follows:

1. I was present at an Emergency Meeting (the "Emergency Meeting") of the Board of Directors (the "Board") held on March 15, 2007, at the offices of the Company, 90 Tyler Street, Boston, Massachusetts 02111;
2. The Emergency Meeting was called to consider whether the Company should exercise the Right of Refusal to purchase the Waterford Place apartment complex, 180-192 Shawmut Avenue, Boston, Massachusetts (the "Property") from the CCBA Limited Partnership (the "Partnership") pursuant to an Agreement between the Company and the Partnership dated May 30, 1991, as further authorized by the Limited Partnership Agreement of the Partnership and other supporting documentation (the "Right of Refusal");
3. At the Emergency Meeting, the Board voted in favor of the exercise of the Right of Refusal;
4. The Emergency Meeting was called in compliance with the notice provisions of the By-Laws of the Company;
5. The Emergency Meeting was attended by thirty-four (34) directors, constituting a quorum as required by the By-Laws of the Company; and
6. All thirty-four (34) directors in attendance at the Emergency Meeting voted in favor of the exercise of the Right of Refusal, thereby constituting a majority of the Board as required by the By-Laws of the Company.

WITNESS my hand and the seal of the Corporation on this 16th day of March, 2007

By: 
Kai Lau, Secretary

