

STATE OF CALIFORNIA
COUNTY OF ORANGE

SS.

On 11-18-05

before me,
[Signature]

personally appeared

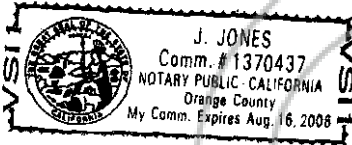
CHRISTOPHER LEDEZMA

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s), acted, executed the instrument.

WITNESS my hand and official seal.

Signature

[Signature]



(This area for official notarial seal)

ENCORE CREDIT CORP, A
CALIFORNIA CORPORATION

CHRISTOPHER LEDEZMA
SR. SHIPPING ANALYST
ATTORNEY IN FACT
DULY AUTHORIZED BY CORP.
RES.

0628120

BK1104PG00270



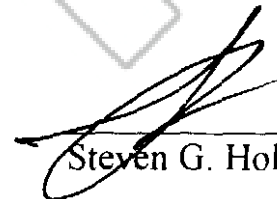
**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS OF ENCORE CREDIT CORP.,**
A California Corporation

The undersigned, all the directors of Encore Credit Corp., a California corporation, acting by unanimous written consent without a meeting pursuant to section 307(b) of the California Corporation Code and Article III, Section 13, of the bylaws of this corporation, consent to the following resolutions:

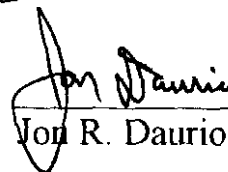
BE It RESOLVED, that Christopher Ledezma is hereby authorized and directed to execute any necessary documents to effectuate the assignment of Encore Credit Corp.'s notes and security instruments.

RESOLVED FURTHER, that any acts previously taken by Christopher Ledezma with respect to the execution of documents necessary to effectuate the assignment of Encore Credit Corp.'s notes and security instruments are hereby approved and ratified.

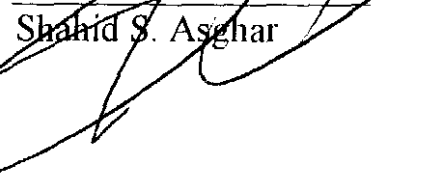
Dated: November 18, 2002


Steven G. Holder

Dated: November 18, 2002


Jon R. Daurio

Dated: November 18, 2002


Shahid S. Asghar

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