

REPUBLIC OF THE PHILIPPINES)
CITY OF CEBU) S.S.

CERTIFICATION

**SECURITIES & EXCHANGE
COMMISSION**

I, **M. JASMINE S. OPORTO**, after having been duly sworn according to law, hereby depose and state that:

I am a Filipino citizen, of legal age and a resident of Cebu City, Philippines;

I am the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines;

As such Corporate Secretary, I hereby certify that at the special and regular board meetings of the Corporation during the year 2007, a quorum was always present.

Attendance by board members at such meetings were as follows:

DIRECTORS	SPECIAL AND REGULAR BOARD MEETINGS 2007											
	11-Jan	16-Jan	8-Mar	12-Apr	26-Apr	15-May	12-Jun	13-Jul	29-Aug	18-Sept	13-Nov	
JON RAMON ABOITIZ	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	
ERNESTO R. ABOITIZ	Present	Present	Present	Present	Present	Absent	Absent	Absent	Present	Present	Present	
ERRAMON I. ABOITIZ	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	
LUIS ALFONSO Y. ABOITIZ	Present	Present	Present	Present	Present	Present	Present	Present	Absent	Absent	Absent	
JUAN ANTONIO E. BERNAD	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	
MIKEL A. ABOITIZ	Present	Present	Present	Present	Present	Present	Present	Absent	Present	Present	Present	
ANTONIO R. MORAZA	Present	Present	Present	Present	Present	Present	Present	Absent	Absent	Absent	Present	
PABLO V. MALIXI (elected 4-26-07 as independent Director)	-	-	-	-	-	Absent	Absent	Present	Present	Present	Present	
MANUEL S. GO (elected 4-26-07 as independent Director)	-	-	-	-	-	Present	Present	Present	Present	Present	Present	
JAIMÉ JOSE ABOITIZ (Director up to 4-26-07)	Present	Present	Present	Present	-	-	-	-	-	-	-	
LUIS MIGUEL ABOITIZ (Director up to 4-26-07)	Present	Present	Present	Present	-	-	-	-	-	-	-	
Total No. of Directors Present	9	9	9	9	7	7	7	6	7	7	7	

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 29 JAN 2008


M. JASMINE S. OPORTO
Corporate Secretary

Countersigned by:


JON RAMON ABOITIZ
Chairman of the Board

Driving innovation to power the Philippines

Aboitiz Power Corporation
Aboitiz Corporate Center
Gov. Manuel A. Cuenco Avenue
Cebu City, Philippines 6000
t. 63 32411 1800
f. 63 32 231 4037

110 Legaspi St, Legaspi Village
Makati City, Philippines 1229
t. 63 2 793 2800
f. 63 2 817 3560
www.aboitiz.com


Before me, a notary public in and for the city named above, personally appeared:

<u>Name</u>	<u>CTC No.</u>	<u>Place/ Date of Issuance</u>
M. Jasmine S. Oporto	15340321	Cebu City/February 8, 2007

who is personally known to me and to me known to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this JAN 29 2008.

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Book No. N :
Series of 2008.


MARIA CRISTINA G. GABUTINA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2008
IBP No. 741412 / LIFETIME MEMBER
PTR No. 7425256/1.03.08/CEBU CITY
ROLL No. 39810