

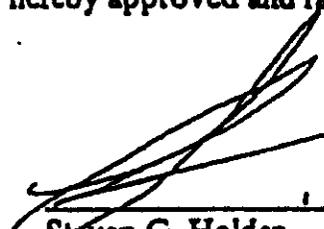
**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS OF ENCORE CREDIT CORP.,
A California Corporation**

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 Corporations 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.

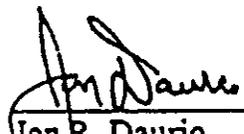
RESOLVED FURTHER, that any acts previously taken by Christopher Ledezma with respect to the execution of documents necessary to effectuate the assignment of Encore Credit Corp.'s notes and security instruments are hereby approved and ratified.

Dated: November 18, 2002



Steven G. Holder

Dated: November 18, 2002



Jon R. Daurio

Dated: November 18, 2002



Shahid S. Asghar