

Assistant Secretary of Edgcomb Acquisition Corporation be, and each of them hereby is, directed to take such other action as may be necessary or desirable to effect the merger of New Edgcomb Corp. with and into Edgcomb Acquisition Corporation pursuant to the laws of the State of Delaware.

\* \* \*

The undersigned, William Loscocco, Assistant Secretary of Edgcomb Acquisition Corporation, a Delaware corporation, does hereby certify that pursuant to unanimous written consent of all of the directors of such Corporation, the foregoing resolutions were duly adopted and that, as of the date hereof, such resolutions have not been amended or repealed and remain in full force and effect.

Witness my hand and the seal of the corporation, this 20<sup>th</sup> day of June, 1984.

  
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William Loscocco  
Assistant Secretary

[CORPORATE SEAL]

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