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organized under the general laws of the state of North Carolina, hereby certify that the foregoing agreement was, on the 27th day of May, 1954, submitted to the stockholders of said corporation at a meeting for the purpose of considering the same, notice of thereof having been duly made as required by law, and all of the outstanding stock of said corporation unanimously voted to approve of such merger.

Witness my hand and the seal of Jaypol Corporation, this 27th day of May, 1954.

(CORPORATE SEAL) Arthur Pressman
Secretary of Jaypol Corporation

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 27th day of May, 1954, personally came before me, J. L. Pressman, who by me having been duly sworn, says that he is the president of Insulators, Inc., and that the seal affixed to the foregoing instrument in writing is the corporate seal of said corporation, that said writing was signed and sealed by him in behalf of said corporation, by authority duly given and the said J. L. Pressman acknowledged the said writing to be the act, the deed, and agreement of said corporation.

Witness my hand and notarial seal, this 27th day of May, 1954.

(NOTARIAL SEAL) Theresa S. Bethune
Notary Public

My commission expires: Nov. 3, 1955

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 27th day of May, 1954, personally came before me, J. L. Pressman, who by me having been duly sworn, says that he is the President of Jaypol Corporation, and that