

FRANKLIN PROCESS COMPANY

Certificate of President and Secretary

We, WALTER F. WOLFE, as President, and JAMES K. EDWARDS, as Secretary, of FRANKLIN PROCESS COMPANY, a Rhode Island corporation (hereinafter called the corporation), DO HEREBY CERTIFY that:

(1) The following votes were duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on November 27, 1957, at which meeting a quorum was present and acting throughout:

"VOTED: That the Company enter into a Purchase Agreement (hereinafter referred to as the 'Purchase Agreement') with Indian Head Mills, Inc., a Massachusetts corporation, (hereinafter referred to as 'Indian Head') for the purchase by Indian Head of substantially all of the assets, property, business and good will, including the name of the Company and trademarks of the Company, for \$5,831,080 in cash, substantially in the form as presented to this meeting (and hereby ordered marked for identification and filed with the records of the Company) with such changes therein and modifications thereto as the officers of the Company, or any one of them, executing the same may approve, such approval to be conclusively evidenced by the execution thereof by any one of the officers of the Company, and that the officers of the Company, or any one of them, be, and they hereby are, authorized and directed to execute and deliver on behalf of the Company under its corporate seal the

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