

tion, when and if the acceptance of the offer of Franklin Process Company dated November 5, 1956, has been duly approved and authorized by the holders of two-thirds in interest of the common stock of this corporation, to execute and deliver any and all deeds, bills of sale, assignments, releases and other instruments, and to take any and all action that they or any of them may deem necessary or desirable to carry out, so far as the obligations and undertakings of Southern Franklin Process Company are concerned, the terms of the contract resulting from the acceptance of said offer and that the Secretary be, and hereby is, authorized to affix the corporate seal to any of said instruments and to attest the same; . . .'

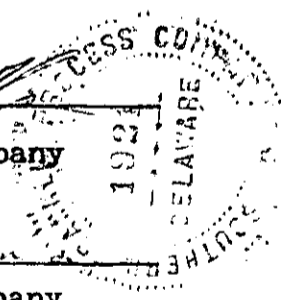
"On motion duly made and seconded, the following resolution was then adopted, the holders of 63,377 shares out of the corporation's total 65,000 shares of common stock outstanding voting in the affirmative and the holder of five shares, viz. Diana D. Zucchelli by her proxy, Frederick L. Harson, in the negative:

"RESOLVED: That the action of the board of directors of this corporation in adopting said resolutions be and hereby is ratified, confirmed and approved."

(3) The above-quoted resolutions and extract have not been rescinded, modified or repealed.

IN WITNESS WHEREOF, we have hereunto signed our names, respectively, as President and Treasurer of Southern Franklin Process Company and caused its corporate seal to be hereunto affixed this 15th day of ^{January} ~~December~~, 1958.

Walter F. Wolf
President, Southern
Franklin Process Company
Clara P. ...
Treasurer, Southern
Franklin Process Company



Signed, sealed and delivered in the presence of:
Walter A. Edwards
James K. Edwards

(Continued on next page)