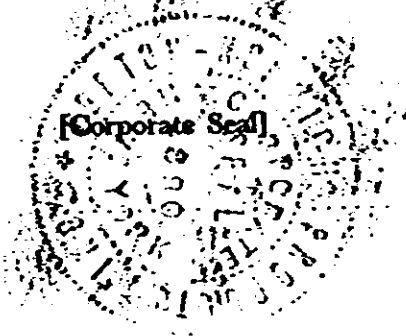


CERTIFICATE OF THE SECRETARY  
OF  
MORTON-NORWICH PRODUCTS, INC.  
(New York)

I, B. J. SCHULTE, the Secretary of MORTON-NORWICH PRODUCTS, INC., a New York corporation, hereby certify in accordance with Sections 903 and 907 of the New York Business Corporation Law that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the corporation by the President and attested to by the Secretary under the corporate seal of the said corporation, was duly submitted to the shareholders of Morton-Norwich Products, Inc. at the annual meeting thereof called for the purpose of considering and acting upon the proposed Plan and Agreement of Merger, held after due notice on the 12th day of November, 1969, and that at least two-thirds of the total number of the outstanding shares of the capital stock of said corporation voted for the adoption of the said Plan and Agreement of Merger.

WITNESS my hand and seal of said Morton-Norwich Products, Inc. this 12th day of November, 1969.



*B. J. Schulte*  
Secretary

CERTIFICATE OF THE SECRETARY  
OF  
MORTON-NORWICH PRODUCTS, INC.  
(Delaware)

I, B. J. SCHULTE, the Secretary of MORTON-NORWICH PRODUCTS, INC., a Delaware corporation, hereby certify in accordance with Sections 251(c) and 252(c) of the General Corporation Law of the State of Delaware that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and attested to by the Secretary under the corporate seal of the said corporation, was duly submitted to Morton-Norwich Products, Inc., a New York corporation, the holder of all the issued and outstanding shares of capital stock of Morton-Norwich Products, Inc., a Delaware corporation, on the 12th day of November, 1969, which in lieu of a meeting and vote of stockholders has consented in writing to the adoption of the foregoing Plan and Agreement of Merger, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

WITNESS my hand and seal of said Morton-Norwich Products, Inc. this 12th day of November, 1969.



*B. J. Schulte*  
Secretary

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