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CERTIFICATE OF THE SECRETARY OF
SAM SOLOMON COMPANY, INC.

I, Richard L. Schenk, Secretary of Sam Solomon Company, Inc., a Delaware corporation (the "Corporation") do hereby certify that the Plan of Merger (the "Plan of Merger") to which this certificate is attached, after having been first submitted to and duly approved by the Board of Directors of the Corporation, signed by the President and attested by the Secretary of the Corporation, was then submitted to the stockholders of the Corporation at a meeting of stockholders duly called and held for the purpose of acting on the Plan of Merger, and that the votes of a majority of the outstanding shares of Common Stock entitled to vote thereon (such stock being the only class of capital stock entitled to vote thereon) were cast affirmatively for the adoption of the Plan of Merger.

IN WITNESS WHEREOF, I, Richard L. Schenk, Secretary of Sam Solomon Company, Inc., a Delaware corporation, acting for and on behalf of the Corporation, have hereunto subscribed my name this 23rd day of July, 1982.

Richard L. Schenk

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