

SOUTHERN FRANKLIN PROCESS COMPANY .

Certificate of President and Treasurer

We, WALTER F. WOLFE, as President, and ALBRO N. DANA, as Treasurer, of SOUTHERN FRANKLIN PROCESS COMPANY, a Delaware corporation (hereinafter called the corporation), DO HEREBY CERTIFY that:

(1) The following resolution was duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on November 21, 1956, at which meeting a quorum was present and acting throughout:

"RESOLVED: That the President and Treasurer be and hereby are authorized and directed in the name and behalf of the corporation, 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;"

(2) The following is a true and correct extract from the minutes of the Special Meeting of Stockholders of the Corporation duly called and held on December 4, 1956:

(Continued on next page)