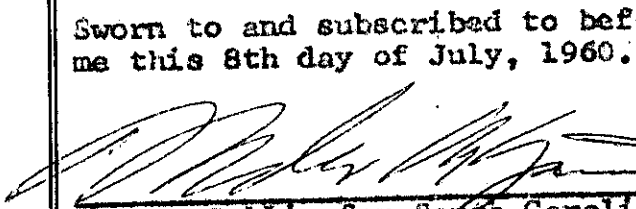


CERTIFICATE WITH RESPECT TO ACTION OF  
STOCKHOLDERS OF  
NATIONAL PHARMACEUTICALS, INC.

I, Charles D. Stone, secretary of National Pharmaceuticals, Inc., a corporation organized under the laws of the State of South Carolina, hereby certify that the agreement of consolidation to which this certificate is attached, entered into and signed by all of the directors of said corporation and all of the directors of Parbak, Inc., was submitted to the stockholders of National Pharmaceuticals, Inc., at a special meeting thereof, duly called for the purpose of taking the said agreement of consolidation into consideration, notice of the time, place and object of said meeting having been duly given by publication and a copy of such notice having been duly mailed to each stockholder as provided by law; that said stockholders meeting was held on July 8, 1960, at 12:00 noon at the office of Younts & Spence, Attorneys, 512 East North Street, Greenville, South Carolina; that at said stockholders meeting, said agreement of consolidation was read and considered and a vote by ballot was taken for the adoption or rejection of same; that the holders of at least a majority of the outstanding shares of capital stock entitled to vote were present in person or represented by proxy at said stockholders meeting and that the votes of stockholders representing at least a majority of the outstanding shares of capital stock entitled to vote were for the adoption of the agreement of consolidation.

IN WITNESS WHEREOF, I have hereunto set my hand as secretary of said corporation and have hereunto affixed the seal of said corporation on this 8th day of July, 1960.

Sworn to and subscribed to before  
me this 8th day of July, 1960.

  
\_\_\_\_\_  
Charles D. Stone, Secretary  
(SEAL)

Notary Public for South Carolina  
My commission expires at the  
pleasure of the Governor.

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