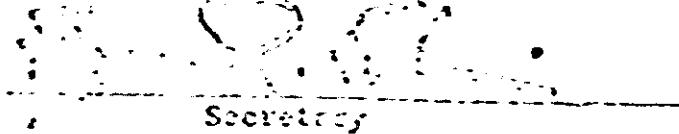


Atlanta, Georgia

I, Franklin Feinstein, Secretary of Atlanta Enterprises, Inc.,
a corporation organized and existing under the laws of the State of Georgia,
hereby certify, as such secretary and under the seal of the said
corporation, that the Agreement and Plan of Merger to which this certificate
is attached, after having been first duly signed on behalf of the
said corporation and having been signed on behalf of all of the other parties
thereto, was duly adopted pursuant to section 22-603 of the Georgia
Business Corporation Code, by the unanimous written consent of the stock-
holder holding 12,000 shares of the capital stock of the corporation same
being all of the shares issued and outstanding having voting power, which
Agreement and Plan of Merger was thereby adopted as the act of the stock-
holder of said Atlanta Enterprises, Inc., and the duly adopted agreement
and act of the said corporation.

Witness my hand and seal of said Atlanta Enterprises, Inc. on
this 10th day of November, 1970.


Secretary

(CORPORATE SEAL)

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