

DECORATED METAL MANUFACTURING COMPANY, INC.

Certificate of Consent of Sole Stockholder

The undersigned, being the holder of all of the issued and outstanding shares of capital stock of DECORATED METAL MANUFACTURING COMPANY, INC., a Delaware corporation (hereinafter called the "Corporation"), outstanding and entitled to vote thereon, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, DOES HEREBY CONSENT TO AND ADOPT the following resolutions:

RESOLVED that the Agreement of Merger, dated as of February 3, 1969, between the Corporation and Baldt Corporation, a Delaware corporation ("Baldt"), a copy of which has been delivered to the undersigned prior to the date hereof, providing for the merger of Baldt into the Corporation upon the terms and subject to the conditions therein set forth, and each and all of the corporate changes therein specified, including without limitation the change of the name of the Corporation to "Baldt Corporation", the change in capitalization of the Corporation and the further amendment and restatement of the Certificate of Incorporation of the Corporation substantially in the form annexed as Exhibit A to said Agreement of Merger, be, and the same hereby are, ratified, approved and adopted in all respects.

IN WITNESS WHEREOF, the undersigned has made this Certificate and caused it to be executed by its officers

(Continued on next page)