

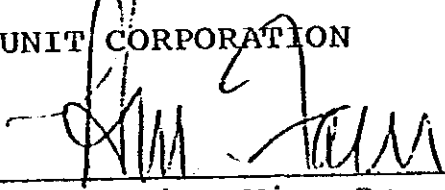
FOURTH: The parent corporation agrees that it may be served with process in the State of South Carolina to enforce any obligation of the subsidiary corporation for which the subsidiary corporation was previously subject to suit in the State of South Carolina, or of any obligation of the parent corporation for which the parent corporation was previously subject to suit in the State of South Carolina, as provided in the Business Corporation Act of the State of South Carolina. The parent corporation hereby irrevocably appoints the Secretary of State of the State of South Carolina as its agent to accept service of process in any such proceeding. The post office address within the State of South Carolina to which the said Secretary of State shall mail a copy of any process in such proceeding is:


The Prentice-Hall Corporation System, Inc.  
Palmetto State Life Insurance Company Building  
Columbia, South Carolina

FIFTH: The merger of the subsidiary corporation into the parent corporation has been authorized under the laws of the jurisdiction of incorporation of the parent corporation.

Dated: November 19, 1968

BEAUNIT CORPORATION

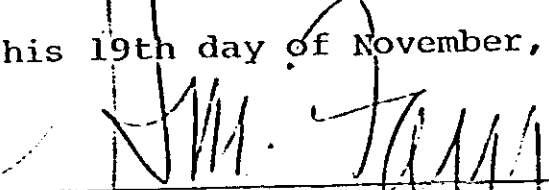
By   
H. M. Fain, Vice President

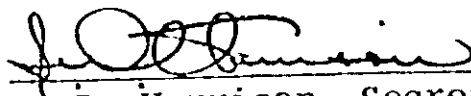
  
S. D. Harrison, Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK) ss.:

The undersigned H. M. FAIN and S. D. HARRISON do hereby certify that they are the duly elected and acting Vice President and Secretary, respectively, of Beaunit Corporation and are authorized to execute this document; that each of the undersigned for himself does hereby further certify that he signed and was so authorized, has read the foregoing document, understands the meaning and purport of the statements therein contained, and that the same are true to the best of his information and belief.

Dated at New York, N.Y., this 19th day of November, 1968.

  
H. M. Fain, Vice President

  
S. D. Harrison, Secretary

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