

TITLE TO REAL ESTATE

THE WESTERN UNION TELEGRAPH COMPANY

60 Hudson Street

New York, 13, N. Y.

I, G. B. Saterlee, Secretary of The Western Union Telegraph Company, a corporation organized and existing under the laws of the State of New York, do hereby certify that the following is a correct copy of the by-laws of the Company with respect to the powers of the Executive Committee of the Board of Directors, to wit:

"The Board of Directors may designate eight of their number, including the President, who shall constitute an Executive Committee, who shall, for the time being, have and exercise all the powers of the Board of Directors in the management of the business and affairs of the company, and have the power to authorize the seal of the company to be affixed to all papers which may require it."

I certify further that at a duly called meeting of the Executive Committee of such Company held at the City of New York on the 9th day of December, 1941, a resolution was adopted on which the following is a correct copy:

"RESOLVED, that the President is hereby authorized to execute, approve and arrange for the execution of contracts, licenses, bills of sale, bonds, leases and other documents, under the seal of the company or otherwise as the circumstances may require, affecting property or involving payments of a value or amount not exceeding."

certain amounts which are not less than the amount involved in the annexed instrument.

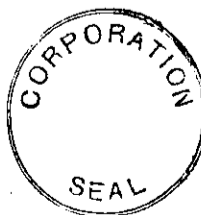
I certify further that on such 9th day of December, 1941, a further resolution was adopted by the Executive Committee authorizing the President to delegate, with power of further redelegations, in whole or in part, the authority which is delegated to him by the above resolution.

I certify further that on the date of execution of the annexed instrument, the above resolutions were in force and that on such date W. P. Marshall was Vice President in Charge of Contracts of such Company and by virtue of a delegation of authority from the President of the Company to him under date of July 1, 1946, he was given authority with power of further redelegation, in whole or in part, to execute, approve, and arrange for the execution of contracts, licenses, bills of sale, bonds, leases, and other documents under the seal of the Company, or otherwise, as the circumstances may require affecting property or involving the payments of a value or amount not exceeding a certain amount which is not less than the amount involved in the annexed instrument.

I further certify that on July 1, 1946, W. P. Marshall, Vice President in Charge of Contracts, pursuant to the above authority vested in him by the President of the Company, re-delegated to the General Contract Manager, now D. P. Dickie, the authority delegated to him by the President with respect to the execution, approval and arranging for execution of contracts, licenses, bills of sale, bonds, leases, and other documents.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the said Company this twenty-eighth (28th) day of March, 1947.

G. B. Saterlee

Secretary

"Over"