

STATE OF NEW YORK)
) ss
 COUNTY OF NEW YORK)

JOHN E. REEVES and HENRY C. HOFFMANN, being severally duly sworn, do depose and say, and each for himself deposes and says:

That he, JOHN E. REEVES, is the president of REEVES BROTHERS, INC., and that he, HENRY C. HOFFMANN, is the secretary thereof.

That they were duly authorized to execute and file the foregoing certificate by a resolution of directors of said corporation adopted at a directors' meeting, duly called and held at 10:00 A.M. on December 17, 1956, at the office of the corporation at 54 Worth Street, New York, New York.

John E. Reeves

John E. Reeves

Henry C. Hoffmann

Henry C. Hoffmann

Subscribed and sworn
 to before me this 17th day
 of December, 1956

Carl G. Carlsen

Notary Public
 No. 24-5613180
 Kings County

(Stamped)

Recorded June 28, 1957 at 2:55 P.M.
 # 16446

STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED Dec 19, 1956
 TAX None

Filing Fee \$25
 s/s Carmine De Sapio
 Secretary of State
 By J. Tracy

44073 - 10