

Purchase Agreement with any changes and modifications thereto as aforesaid.

"VOTED: That the officers of the Company and its counsel be, and each of them hereby is, authorized to execute and deliver in the name and behalf of the Company and under its corporate seal or otherwise such deeds, assignments, bills of sale, instruments of transfer and assignment, certificates, applications and other documents, to pay such taxes, fees and expenses and take such other action as any one of them shall deem necessary, proper or advisable in order to carry out the terms of the Purchase Agreement or to effect the sale of the assets of the Company contemplated thereby."

(2) The following is a true and correct extract from the minutes of the Special Meeting of Stockholders of the Corporation duly called and held on December 10, 1957:

"The secretary read the notice of the time, place and purpose of the meeting and reported that this notice had been mailed to each stockholder of record on November 27, 1957, and immediately upon the transfer of stock to each stockholder of record acquiring stock after November 27, 1957. (Copies of the affidavits of Sidney V. Levine of The Ad Press, Ltd., of New York City, New York, and of J. L. Daniels of Rhode Island Hospital Trust Company, Transfer Agent of the common stock of the Company, are annexed to the minutes of this meeting.)

"The president then appointed J. L. Daniels and E. B. Maddern of the Rhode Island Hospital Trust Company inspectors and asked that they report on the stock represented at the meeting. The secretary then announced that the inspectors had reported that the number of shares of common stock of the Company outstanding (excluding treasury shares) was 145,777, and that the holders of more than two thirds of such outstanding common stock, were present at the meeting in person or by proxy and, that, therefore, a quorum was present. (The report of the inspectors, attested by the secretary, is annexed to the minutes of this meeting.)

"The president stated that the first matter to come

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