

Company may approve which do not reduce the amount of cash payable to the Company under the Purchase Agreement; and further

"VOTED: That the Board of Directors of the Company be, and hereby is, authorized and directed on behalf of the Company to do any and all such acts and things as may be necessary, proper or desirable to carry out the terms of the Purchase Agreement or to effect the sale of the assets of the Company and all other action contemplated by the Purchase Agreement.

"The president asked for any further discussion and thereafter called for the distribution of ballots and the taking of a vote thereby.

"After the ballots were collected, the president asked the inspectors to report to the secretary the results of the balloting. The secretary announced that more than two thirds of the holders of the common stock (the only outstanding capital stock of the Company) had voted in favor thereof and that, therefore, the votes had been duly adopted. (A detailed summary of votes is set forth in the above-referred-to report of the inspectors.)"

(3) The above-quoted votes and extract have not been rescinded, modified or repealed and are in full force and effect as of the date of this Certificate.

IN WITNESS WHEREOF, we have hereunto signed our names, respectively, as President and Secretary of Franklin Process Company and caused its corporate seal to be hereunto affixed this 15th day of ^{January} ~~December~~, 1958.

Walter H. Noble
President, Franklin Process Company
James K. Edwards
Secretary, Franklin Process Company

Signed, sealed and delivered in the presence of:
Walter A. Edwards

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