

DECORATED METAL MANUFACTURING COMPANY, INC.

Certificate of Unanimous Consent of Board of Directors

We, the undersigned, being all of the members of the Board of Directors of DECORATED METAL MANUFACTURING COMPANY, INC., a Delaware corporation (hereinafter called the "Corporation"), in the manner prescribed by Section 141 of the General Corporation Law of the State of Delaware, DO HEREBY CONSENT TO AND ADOPT the following resolutions:

RESOLVED that it is deemed in the best interest of the Corporation that it merge into itself Baldt Corporation, a Delaware corporation ("Baldt"), in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware, and that the Corporation be qualified to do business as a foreign corporation in such jurisdictions as may be necessary or desirable in connection with such merger;

RESOLVED that immediately upon the effectiveness of said merger, the By-laws of the Corporation, in accordance with the provisions of Section 9.1 thereof, be, and they hereby are, amended in their entirety to read as set forth in Exhibit A annexed hereto, a copy of which has been distributed to each of the directors of the Corporation prior to the date hereof;

RESOLVED that immediately upon the effectiveness of said merger, in accordance with the provisions of Section 2.1 of the By-laws of the Corporation, the number of directors of the Corporation be increased from three to five and Messrs. Hal A. Kroeger and Victor M. Longstreet be, and they hereby are, elected as directors of the Corporation to serve until the next Annual Meeting of Stockholders of the Corporation and until their respective successors shall have been duly elected and qualified, or as otherwise provided in the By-laws of the Corporation;

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