


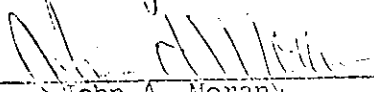
to prepare, in conjunction with the officers of the Corporation, a Registration Statement on Form S-1 (other than the financial statements therein) pursuant to the Securities Act of 1933, for the sale to the public of 200,000 shares of the Common Stock, \$.20 par value, of the Corporation at such price per share as may be deemed advisable by the officers of the Corporation, and (ii) in directing Arthur Andersen & Co. and Ernst & Ernst, independent public accountants, to prepare the necessary financial statements and schedules for such Registration Statement, be, and they hereby are, ratified and approved in all respects; and

RESOLVED that the Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on January 8, 1969, including the form of Preliminary Prospectus forming a part thereof, copies of which have been distributed to each of the directors of the Corporation, be, and it hereby is, approved in all respects; and that the actions of the officers of the Corporation, in the name and on behalf of the Corporation, in executing the Registration Statement and, when executed by all of the directors of the Corporation, filing the same, together with the financial statements, schedules, exhibits and supplemental information required in connection therewith, with the Securities and Exchange Commission, be, and they hereby are, ratified and approved in all respects.

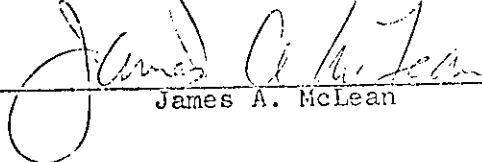
IN WITNESS WHEREOF, we have made and subscribed this Certificate as of this 3rd day of February, 1969.



 Mark J. O'Friel



 John A. Moran



 James A. McLean

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