

shares are outstanding; 1,200 shares of first preferred stock, \$100 par value, none of which are outstanding; and 2,500 shares of second preferred stock, no par value, of which 1,937.2 shares are outstanding and are owned by Commercial; and

OCI has authorized capital stock consisting of 100,000 shares common stock, \$1 par value, all of which stock is voting stock and of which 4,882 shares are issued and outstanding and are owned by Commercial.

THIRD: All of the shares of BCI, OCI and Commercial which are entitled to vote, were voted for the Plan.

FOURTH: The date and manner of authorization of the Plan and Agreement of Merger by the directors and shareholders of each Constituent Corporation is as follows:

BCI - Unanimous Written Consent of Directors and Sole Shareholder, dated October 9, 1980

OCI - Unanimous Written Consent of Directors and Sole Shareholder, dated October 9, 1980.

Commercial - Unanimous Written Consent of Directors and Sole Shareholder, dated October 9, 1980.

IN WITNESS WHEREOF, we hereunto sign our names and certify that the facts contained herein are true, this 9 day of October, 1980.

COMMERCIAL AFFILIATES, INC.

By Wm J. Whitman
Chairman

By Frederic D. Tucker
Secretary

10.31

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