

RESOLVED that the terms and conditions of the merger be substantially as set forth in the proposed Agreement of Merger annexed hereto as Exhibit B, a copy of which has been distributed to each of the directors of the Corporation prior to the date hereof, that said proposed Agreement of Merger and all of the terms and conditions thereof and corporate changes effected thereby, including without limitation the change of the name of the Corporation to "Baldt Corporation," the change of capitalization of the Corporation and the further amendment and restatement of the Certificate of Incorporation of the Corporation substantially in the form annexed as Exhibit A to said Agreement of Merger be, and they hereby are, deemed advisable and approved as fully as though set forth herein at length, and that the proper officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver said Agreement of Merger, with such changes therein as they may deem necessary or desirable, approval of any and all of which changes shall be conclusively evidenced by such execution;

RESOLVED that said Agreement of Merger, when executed and delivered by the Corporation and Baldt, be submitted promptly to the sole stockholder of the Corporation for its approval in accordance with the provisions of Sections 242, 245 and 251 of the General Corporation Law of the State of Delaware;

RESOLVED that, promptly upon the approval of the sole stockholder of the Corporation, the proper officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to cause said Agreement of Merger and Restated Certificate of Incorporation to be certified, executed, acknowledged, filed and recorded pursuant to applicable provisions of law, and to execute, acknowledge, deliver, file and record any and all other agreements, certificates, letters and other documents, and to take any and all other actions, as they may deem necessary or desirable in order fully to effectuate said merger and the foregoing resolutions;

RESOLVED that the actions of the officers of the Corporation (i) in directing Messrs. Olwine, Connelly, Chase, O'Donnell & Weyher, counsel to the Corporation,

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