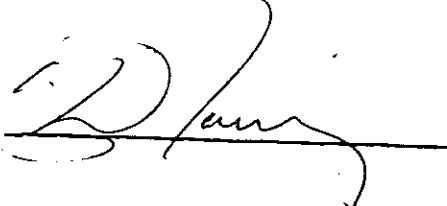


STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PERSONALLY appeared before me F. D. Ramsey,
who being duly sworn, says that he saw Arthur H. Abramson as
Vice President of Gladding Corporation, sign, seal and as the
act and deed of said corporation deliver the above written in-
strument and that he with Delia H. McHowan witnessed
the execution thereof.

SWORN to before me this
30 day of December, 1971.



Delia H. McHowan (LS)
Notary Public for South Carolina

My Commission Expires: 12-16-80

Agreement & Amendment Recorded January 3rd, 1972 at 10:12 A.M. #18013