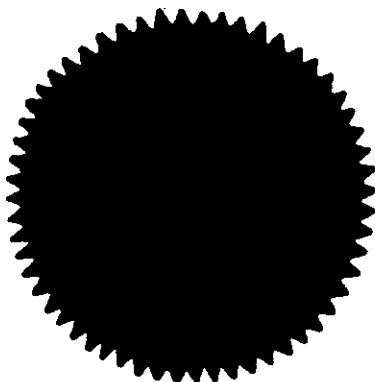




**Office of Secretary of State.**

*I, George J. Schulz, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Reduction of Capital of "THE EIMCO CORPORATION", as  
received and filed in this office the fourteenth day of August, A.D.  
1958, at 11:50 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* eighteenth *day*  
*of* August *in the year of our Lord*  
*one thousand nine hundred and* fifty-eight.



*George J. Schulz*  
\_\_\_\_\_  
Secretary of State

*M. D. Tomlinson*  
\_\_\_\_\_

*Asst. Secretary of State*

CERTIFICATE OF REDUCTION  
OF CAPITAL

\* \* \* \* \*

THE EIMCO CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Corporation presently has outstanding One Million Two Hundred and Seventy Thousand (1,270,000) shares of Common Stock, having an aggregate par value of One Million Two Hundred and Seventy Thousand Dollars (\$1,270,000).

SECOND: That the capital represented by the aforesaid One Million Two Hundred and Seventy Thousand (1,270,000) shares of Common Stock is Four Million Five Hundred Thousand Dollars (\$4,500,000).

THIRD: That pursuant to a consent filed with the corporation by the holders of record of all the outstanding shares of stock of the Corporation having voting power, said holders have consented to the reduction of the capital of the Corporation by the amount of Three Million Two Hundred and Thirty Thousand Dollars (\$3,230,000), in the following manner: by reducing the amount of capital represented by said One Million Two Hundred and Seventy Thousand (1,270,000) shares by an amount equal to the excess of capital over the aggregate par value of said shares.

FOURTH: That the assets of the Corporation remaining after such reduction are sufficient to pay any debts, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, said THE EIMCO CORPORATION  
has caused its corporate seal to be affixed and this  
certificate to be signed by JOSEPH ROSENBLATT, its  
President and James W. Deer, its Secretary,  
this 13<sup>th</sup> day of August, A. D. 1958.

THE EIMCO CORPORATION  
CORPORATE SEAL 1957  
DELAWARE

THE EIMCO CORPORATION.

by

Joseph Rosenblatt

~~was~~ President

James W. Deer

Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS

BE IT REMEMBERED that on this 13<sup>th</sup> day of August, A. D. 1958, personally came before me,

ALBERT F. MACCARIO a Notary Public in and for  
the County and State aforesaid, JOSEPH ROSENBLAT T.

President of The Eimco Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said :

JOSEPH ROSENBLATT as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my  
hand and seal of office the day and year aforesaid.

**ALBERT F. MACCARIO**  
**NOTARY PUBLIC**  
**STATE OF NEW YORK**

Albert L. Maccauso  
Notary Public

**ALBERT F. MACCARIO**  
Notary Public, State of New York  
No. 24-700000  
Qualified in Kings County  
Cort. filed in New York County  
Commission Expires March 30, 1990