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* FINAL NOTICE *	* SOMERVILLE	NJ 08876	NJ	C 723	50
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## CUSTODIS-COTTRELL INC.

## Secretary's Certificate

The undersigned, Wayne M. Fritz, the duly elected Secretary of Custodis-Cottrell, Inc., a New Jersey - Corporation (the "Corporation"), hereby certifies that the following individuals are duly elected and qualified officers of the Corporation as of this date, and hold the offices set forth opposite their respective names:

Joseph R. Vidal	President and Treasurer		
Joseph F. DeMartino	Vice President		
Wayne M. Fritz	Chief Financial Officer and Secretary		
Harvey Haverluck	Director of Operations		
Ann Quinn	Assistant Treasurer		

The undersigned further certifies that any President or Vice President of the Corporation is authorized to execute and deliver any proposal, contract or agreement with any individual, partnership, corporation, association, government or any subdivision or agency of any government, for the sale and delivery of goods or the performance of services by this Company, and any and all agreements, instruments or documents necessary or appropriate in connection therewith or ancillary thereto, including, without limitation, bid, performance and labor and materialman's bonds, such proposals, contracts, agreements, instruments and documents to contain such terms and conditions and to be in such form as the authorized officer executing same may approve, his or her execution and delivery thereof to be conclusive evidence of his or her approval thereof and authority hereunder.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the seal of this Corporation as of this 24th day of September, 1996.

Wayne M. Fritz

Secretary

[SEAL]