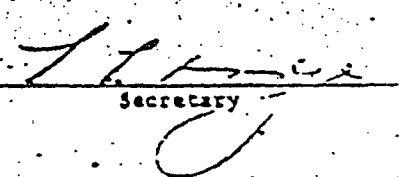


FURTHER RESOLVED, that the proper Officers of this Corporation, and each of them, be authorized and directed to make, execute and deliver all such agreements, documents and other papers, and to take all such further steps or action as they may deem necessary or desirable in order to carry out the intents and purposes of the foregoing resolutions.

CERTIFICATION

I, L. L. DODGE, Secretary of Dana Corporation, a Virginia corporation, do hereby certify that the foregoing resolutions are true, correct and complete copies of the resolutions adopted by the Executive Committee of Dana Corporation at a meeting duly called and held at 4100 Bennett Road in Toledo, Ohio, on the 20th day of March, A. D., 1967, at which meeting a majority of the members of the Executive Committee were at all times present and voted.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Corporation this 4th day of April, 1967.


Secretary