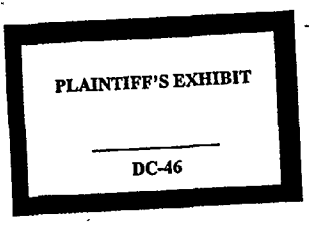
PLAINTIFF'S EXHIBIT

DC-46



MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
AND STOCKHOLDERS OF

SMITH AND KANZLER CORPORATION

A special meeting of the Board of Directors and stockholders of SMITH AND KANZLER CORPORATION, a New Jersey corporation, was held at the principal office of the corporation, 1414 East Linden Avenue, in the City of Linden, County of Union and State of New Jersey, on July 1, 1964, at 11:00 A.M.

The meeting was called to order by Mr. Leonard Diener.

The following persons were present:

Leonard Diener
Juda Diener
Morris Tarlowe

constituting the entire Board of Directors and all of the stockholders of the corporation.

Mr. Leonard Diener presided as chairman of the meeting, and Mr. Juda Diener acted as secretary.

The written Waiver of Notice which had been executed by all of the directors and stockholders of the corporation was read and ordered filed.

After due consideration and discussion among the directors and stockholders, it was deemed advisable that the corporation be authorized and empowered to sell certain assets of the corporation pursuant to an agreement entered into with the Victor Manufacturing & Gasket Company, a corporation of Illinois, a copy of which agreement is made a part of these minutes.

After a full and complete discussion, and upon motion