VYGEN CORPORATION

VYGEN CORPORATION

ASHTABULA, OHIO

AGENDA

ANNUAL MEETING OF DIRECTORS

Tuesday, April 17, 1990, 10:30 o'clock a.m.

1. Selection of a Chairman and Secretary.

2. Acknowledging the election and qualification to serve of each of the Directors, seven (7) or a lesser number.

3. The election of officers for the company:

   (a) President and Chief Executive Officer
   (b) Vice President, Finance and Treasurer
   (c) Vice President, Engineering and Operations
   (d) Vice President, Sales
   (e) Secretary

4. Receiving a report from the president; fiscal year ending 2/28/90 business activities; sales projections and business forecast, 1990-1991; new products and development.

5. Review of fiscal condition of the company; banking and lending problems; specific approval of officers' activities with respect to Mellon Bank Loan.

6. Plant, engineering and operational report; projections, plans; gas supply; environmental audit; air and water pollution control requirements.

7. Report on current litigation; Fields Brook status.

8. Other matters that may properly come to the attention of the Board of Directors.

MINUTES OF THE ANNUAL MEETING

OF THE DIRECTORS

OF

VYGEN CORPORATION

Held at the offices of the company at 2425 Middle Road, Ashtabula, Ohio at 10:30 o'clock a.m. on **Tuesday, April 17, 1990.**

(1) Pursuant to Notice, the annual organizational meeting of the directors of Vygen Corporation was held as indicated above.

(2) The following persons, each of whom had been elected as a director of the corporation, are legally qualified and have agreed to so serve under the authority of the corporation's code of regulations and bylaws: Ronald A. Hornack, John J. McCarthy, Robert J. Snyder, Roy L. Jackson and Carey S. Sheldon. All of those persons were present for the meeting; none were absent.

(3) It was regularly moved, seconded, and unanimously carried that the officers of the corporation shall be:

Ronald A. Hornack	President and Chief Executive Officer
Robert J. Snyder	Vice President, Finance and Treasurer
Roy L. Jackson	Vice President, Engineering and Operations
John J. McCarthy	Vice President, Sales
Carey S. Sheldon	Secretary.

(4) In accord with past practices of the company, it is understood that the compensation for each of the officers, together with such additional compensation and bonuses as may from time to time be awarded, shall be determined by the company president, reported to and retained with a record thereof by the company's treasurer, and shall be kept confidential by both of them.

(5) The company's president, Mr. Hornack, then led a discussion of the general business affairs and the operation of the corporation. Mr. Snyder responded with a report and review of the company's February 28, 1990 fiscal year end financial condition, including the statements prepared by the company's outside auditors and accountants, S. R. Snodgrass & Company. Mr. Jackson reviewed the company's capital expenditures for the past

year and anticipated developments for the balance of 1990 and the year 1991.

(6) The litigation concerns of the corporation were evaluated and reviewed by Mr. Sheldon

(7) It was then regularly moved, seconded, and unanimously carried as follow: **Resolved,** that all business activity and proceedings of the officers of this corporation, both authorized and unauthorized, that have occurred and/or taken place since the February 29, 1989 annual organizational meeting of the directors, as the same are set forth in the records of business activity of the company, and all acts pursuant to the same taken by the officers are hereby ratified, confirmed, and approved.

(8) There being no further business to come before the meeting, it was duly adjourned.

Carey S. Sheldon

Carey S. Sheldon, Secretary