



Middle Road • PO. Box 68
Ashtabula, Ohio 44004
(216) 998-1120

MINUTES OF BOARD OF DIRECTORS MEETING HELD FEBRUARY 29, 1988

ATTENDEES: H. Graff
R. A. Hornack
R. L. Jackson
J. J. McCarthy

The following are minutes of Board of Directors meeting held February 29, 1988.

1. R. Hornack called this Board of Directors Meeting. He stated that a Stockholders meeting was held immediately preceding this Board of Directors meeting, and the minutes will be given to the Board of Directors.
2. R. Hornack stated that it would take several months to have the annual report available for distribution.
3. R. Hornack proposed that a Board of Directors meeting be held in May, 1988, when the records are completed.

The meeting adjourned at 11:10 AM, February 29, 1988.

Sincerely,

VYGEN CORPORATION

A handwritten signature in cursive script that reads 'Donald A. Hornack'.

R. A. Hornack
President

RAH/ikb

cc: R. A. Hornack
R. L. Jackson
J. J. McCarthy
P. J. Maietta
H. Graff

H. Pinto, Esq.

ACTION BY WRITTEN CONSENT OF THE DIRECTORS
OF
VYGEN CORPORATION

Ashtabula, Ohio
February 9, 1989

Pursuant to the authority of the law and the corporation's by-laws, the undersigned, being all of the directors of this corporation, do hereby take the following action in writing without a meeting:

FIRST: Formal notice of the 1989 annual organizational meeting of the directors of this corporation is hereby waived.

SECOND: This action by written consent will constitute the 1989 annual organizational meeting of the directors.

THIRD: Each of the undersigned are legally qualified and agree to serve as directors of the corporation under the authority of the corporation's code of regulations and by-laws.

FOURTH: The officers of this 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

FIFTH: Compensation for each of the officers of this corporation, 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.

Vygen Corporation
Action by Written Consent of the Directors
February 9, 1989
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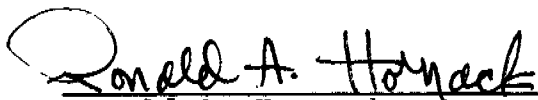
SIXTH: Unless otherwise specified at a subsequent directors' meeting, no compensation will be paid to the directors for their services to the corporation as directors.

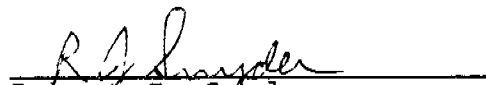
SEVENTH: If, in the opinion of the company president, it becomes either necessary or convenient for the corporation to obtain capital, and such borrowing is to be made from parties other than established financial institutions, but including officers of this company or other persons or entities having an interest in the company, this corporation is hereby authorized to borrow such funds, limited to a maximum of one million dollars (\$1,000,000), and to issue a note or notes to the lender(s) as evidence therefor. Such note or notes will be unsecured, will be in the form of the note attached to and made a part of these minutes, and shall be signed on behalf of the corporation by its vice president, finance and its secretary.

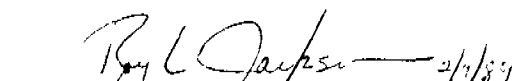
EIGHTH: S. R. Snodgrass & Company, with offices in Ashtabula, Ohio, are hereby selected and designated as the corporation's independent auditors.

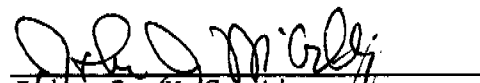
NINTH: All business activity and proceedings of the officers of this corporation, both authorized and unauthorized, that have occurred and/or taken place since the February, 1988 organizational meeting of the directors, as the same are set forth in the records of business activity of the company, and all acts pursuant to the same taken by the officers are hereby ratified, confirmed, and approved.

TENTH: Each of the undersigned hereby acknowledges NOTICE of the next corporate directors' meeting to be held at the offices of the company on Middle Road, Ashtabula, Ohio, on Thursday, March 30, 1989 at 10:00 o'clock A.M.


Ronald A. Hornack


Robert J. Snyder


Roy L. Jackson


John J. McCarthy


Michol R. Hornack


Carey S. Sheldon

DIRECTORS