

THE GLIDDEN COMPANY

CERTIFICATE OF THE SECRETARY

The undersigned, Richard K. Dutton, Secretary of The Glidden Company, an Ohio corporation (the "Company"), does hereby certify that:

(1) there has been no amendment to or modification of the Company's Amended Articles of Incorporation since July 22, 1965, and except in connection with the Agreement and Plan of Merger, dated June 15, 1967, as amended (the "Plan"), between the Company and SCM Corporation, a New York corporation ("SCM"), the Board of Directors of the Company and the shareholders of the Company have not taken any action for the purpose of effecting any amendment or modification thereof and there are no proceedings looking towards liquidation or dissolution pending or contemplated by the Company;

(2) attached hereto as Exhibit A is a true and complete copy of the Code of Regulations of the Company and such Code of Regulations has been in effect at all times from December 3, 1966 to and including the date hereof;

(3) attached hereto as Exhibit B are true and complete copies of excerpts from the minutes of meetings of the Board of Directors of the Company held on May 14, June 16, and July 26, 1967 and except as expressly modified as set

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forth in Exhibit B, no further action modifying such action indicated therein has been taken by the Board of Directors, the Executive Committee or any other committee established by the Board of Directors relating to the merger of the Company into SCM;

(4) no action has been taken by the Board of Directors or the Executive Committee of the Company to terminate the Plan;

(5) there has been no material adverse change in the consolidated financial position or net worth of the Company or its subsidiaries since August 31, 1966.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this second day of August, 1967.

K. K. J. (Kearl)
Secretary

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