

ACTION BY WRITTEN CONSENT OF THE DIRECTORS
OF
VYGEN CORPORATION

Ashtabula, Ohio
April 15, 1993

Pursuant to the authority of the law and the corporation's bylaws, the undersigned, being the directors of this corporation, do hereby take the following action in writing without a meeting.

First: This action by written consent will constitute the 1993 annual organizational meeting of the corporation's board of directors.

Second: The following persons, each of whom has been elected as a director of the corporation and are legally qualified to do so, have agreed to serve under the authority of the corporation's code of regulations and bylaws, to-wit:

Ronald A. Hornack
John J. McCarthy
Robert J. Snyder

Third: The officers of the corporation, for the balance of the year 1993 and thereafter in 1994 until otherwise replaced or removed, are:

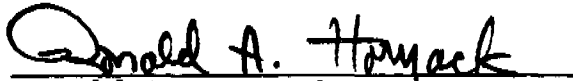
Ronald A. Hornack	President
Robert J. Snyder	Vice President, Finance and Treasurer
John J. McCarthy	Vice President, Sales
Carey S. Sheldon	Secretary

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

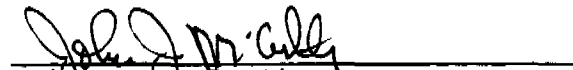
Fifth: The company's financial statements and reports, having been examined, are hereby approved.

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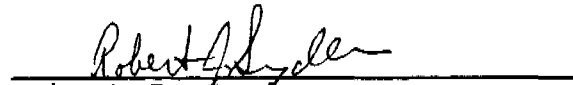
Sixth: All business activity and proceedings of the officers of this corporation, both authorized and unauthorized, that have occurred and/or taken place since the April 22, 1992 annual organizational meeting of the directors, as the same are set forth in the records of the business activity of the company, and all acts pursuant to the same taken by the officers, are hereby ratified, confirmed and approved.



Ronald A. Hornack



John J. McCarthy



Robert J. Snyder

Directors