WAIVER OF NOTICE OF SPECIAL SHAREHOLDER MEETING

We, the undersigned, being all of the shareholders of GLIDCO INC., do hereby waive all requirements of notice as to time, place and purpose of a meeting of shareholders and do fix the 1st day of November, 1966, at 10:30 o'clock A.M. as the time and 900 Union Commerce Building, Cleveland, Ohio, as the place for holding the meeting for the purpose of transacting such business as may lawfully come before the meeting.

Glidden International, C.A.
(A Venezuelan corporation)

By________________________
Secretary

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

Cleveland, Ohio, October 12, 1966

Pursuant to the authority of Ohio Revised Code Sec. 1701.54, the undersigned, all of the shareholders of GLIDCO INC., do take and adopt the following action by our written consent:

A code of regulations for the government of the corporation was adopted and entered into these minutes. Such regulations are attached as Exhibit A to these minutes.

Election of a Board of Directors consisting of the following members for the term for which they were elected or until their successors are elected and qualify and appoints October 12, 1966, at 11:00 o'clock A.M. as the time and place for the holding of the first meeting of directors.

Dwight P. Joyce
B. W. Maxey
William G. Phillips
Paul W. Neidhardt
George S. Warner

Thereupon, the following written assent to the adoption of the code of regulations aforesaid and election of directors was entered in these minutes and subscribed by all of the shareholders of this corporation.

ASSENT TO THE ADOPTION OF REGULATIONS
AND ELECTION OF DIRECTORS

October 12, 1966

We, the undersigned, being all of the shareholders of GLIDCO INC., entitled to receive notice of a meeting for such purpose, do hereby consent, in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation, and election of directors for this corporation.

Names	No. of Shares
Glidden International, C.A. (A Venezuelan corporation)	5

By ______________________
Secretary

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