

MINUTES OF THE FIRST MEETING
OF
THE BOARD OF DIRECTORS OF
INDRAMACH CORPORATION

The Directors named in the Articles of Incorporation of
INDRAMACH CORPORATION, held their first meeting at 615 South
Flower Street, Suite 1612, Los Angeles 17, California, at
2:30 P.M. on the 24th day of October, 1963.

Directors E. Leroy Tolles, Richard D. Esbenshade,
Frederick B. Warder, Jr., Donette S. Gray and Edna A. Smith
were present.

E. Leroy Tolles was elected Chairman of the meeting.

Richard D. Esbenshade was elected Secretary of the
meeting and recorded the minutes of the meeting.

The meeting discussed the establishment of a principal
place of business. Upon motion duly made, seconded and
unanimously carried, the following resolution was adopted:

RESOLVED, that the principal place of business of
this corporation shall be located at 1608 Huntington
Drive, South Pasadena, California.

The Chairman reported that the Articles of Incorporation
of the corporation were filed in the office of the Secretary
of State, State of California, on October 24, 1963, and that
a copy thereof, certified by the Secretary of State, was being
filed in the office of the County Clerk of Los Angeles County.

PLAINTIFF'S
EXHIBIT
CAM-219

A form of By-Laws for the regulation of the affairs of the corporation was then presented to the meeting. The By-Laws were duly considered and on motion made, seconded and carried by unanimous vote, the following resolution was adopted:

RESOLVED, that the By-Laws presented to this meeting be and they hereby are adopted as the By-Laws of this corporation, and that the Secretary of the corporation be and he is hereby instructed to execute a certificate of the adoption of said By-Laws and to insert said By-Laws, so certified, in the minute book of the corporation.

The meeting next proceeded to the election of officers and the following named persons were duly elected, effective immediately, to the offices set opposite their respective names, as follows:

Wilbur S. Johnson

President

Henry T. Mulryan

Vice President

Henry Mulryan

Vice President and
Treasurer

Colin K. Squires

Secretary

to hold office until their respective successors are duly elected and qualify.

The form of the seal of the corporation and the form of the capital stock certificates of the corporation were then discussed, and on motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation, the word "California" and the words and figures "Incorporated October 24, 1963"; and

RESOLVED, that the form of stock certificate for the capital stock of this corporation, a copy of which is attached to these minutes, be and the same is hereby adopted as the official form of stock certificate for the capital stock of this corporation.

The resignations of Richard D. Esbenshade, Frederick B. Warder, Jr., Donette S. Gray and Edna A. Smith were next presented to the meeting effective at the adjournment thereof. By the unanimous vote of the Directors present, Paul W. Wood, Henry Mulryan, Henry T. Mulryan and Wilbur S. Johnson were then elected Directors of the corporation, effective at the adjournment of the meeting, to fill the vacancies created by the aforesaid resignations.

Discussion ensued as to the issuance by this corporation of shares of its capital stock, and it was determined that capital stock in an amount aggregating not more than \$50,000 should be issued for cash, as soon as the necessary permit of the Commissioner of Corporations of the State of California is obtained. Thereupon, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that any officer of this corporation be, and hereby is, authorized and directed to prepare or cause to be prepared, verified and filed on behalf of this corporation, an application (including amended and supplemental applications) to the Commissioner of Corporations of the State of California for a permit

or permits (including amendments and supplements thereto) authorizing this corporation to sell and issue not to exceed 100 shares of its stock, at the price of \$500 per share, for cash, to Sierra Talc Company; and

RESOLVED FURTHER, that upon the issuance of a permit by the Commissioner of Corporations of the State of California pursuant to any such application, the President and the Secretary be, and they hereby are, authorized and directed to sell and issue shares of stock of this corporation to said corporation in the amount stated in, and in compliance with all of the terms and conditions of, such permit and these resolutions; and

RESOLVED FURTHER, that of the consideration to be received by this corporation for said 100 shares, or any part thereof, of its capital stock, \$100 per share so issued shall be credited to Stated Capital and the remainder of the consideration for each share to Paid-in Surplus; and

RESOLVED FURTHER, that the officers of this corporation, or any of them, be, and they hereby are, authorized and directed to execute all documents and to take all actions they may deem necessary or advisable in order to carry out and perform the purposes of these resolutions.

It was suggested that the corporation change its name to Paul W. Wood Company if and when a satisfactory arrangement to acquire the business of the existing Paul W. Wood Company, a Nevada corporation qualified to do business in California, can be completed. Accordingly, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that Article FIRST of the Articles of Incorporation of the corporation be amended to read as follows:

FIRST: The name of this corporation is
PAUL W. WOOD COMPANY.;

RESOLVED FURTHER, that said amendment is hereby adopted and approved.

There being no further business, the meeting was adjourned.

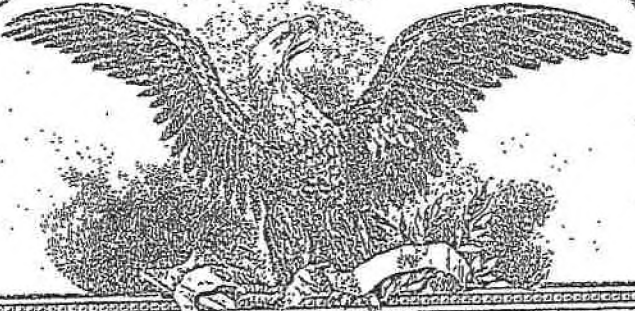
Richard D. [Signature]
Secretary

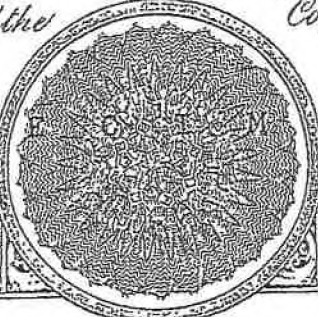
NOT ADOPTED

THE ABOVE IS A TRUE AND CORRECT COPY OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE [Name] COMPANY, INC. FOR THE YEAR ENDED DECEMBER 31, 19[Year].

WITNESSED AND SIGNED BY THE SECRETARY OF SAID COMPANY, ON THIS [Date] DAY OF [Month], 19[Year].

Incorporated under the laws of the State of California

																					
NUMBER -0-	SHARES -0-																				
INDRAMACH CORPORATION																					
Authorized Capital: \$25,000	\$100.00 Par Value																				
This Certifies that <u>John Doe</u> is the record holder of <u>00</u> Shares of the Capital Stock of INDRAMACH CORPORATION transferable on the share register of said Corporation, in person or by duly authorized Attorney, upon surrender of this Certificate, properly endorsed or assigned. Witness, the Seal of the Corporation, and the signatures of its duly authorized officers Dated _____ <table><tr><td>S</td><td>P</td><td>E</td><td>C</td><td>R</td><td>E</td><td>T</td><td>A</td><td>R</td><td>y</td></tr><tr><td colspan="5">_____ SECRETARY</td><td colspan="5">_____ PRESIDENT</td></tr></table>		S	P	E	C	R	E	T	A	R	y	_____ SECRETARY					_____ PRESIDENT				
S	P	E	C	R	E	T	A	R	y												
_____ SECRETARY					_____ PRESIDENT																



RESIGNATION

The undersigned hereby resign as directors of INDRAMACH CORPORATION; effective at the adjournment of the first meeting of its board of directors on October 24, 1963.

Richard D. Esbenshade
Richard D. Esbenshade

Frederick B. Warder, Jr.
Frederick B. Warder, Jr.

Donette S. Gray
Donette S. Gray

Edna A. Smith
Edna A. Smith