ABC INDUSTRIES, INC.
P.O. BOX 353 / VAN NUYS, CA 91408

SFUND RECORDS CTR
2166-04027

RECEIVED
SEP 24 1992
PRC ENVIRONMENTAL
MANAGEMENT, INC.

September 21, 1992

Mr. Chris Stubbs
South Coast Groundwater section (H-6-4)
United States Environmental Protection Agency
P O Box 193036
San Francisco, Ca. 94119-3036

File Number: 111.0822

Dear Mr. Stubbs:

Thank you for promptly returning my phone call in regards to the few questions I had in order to complete the EPA Questionaire, referenced above.

The following is in response to the requested questions:

1. It is not known that ABC Industries, Inc. has a EPA RCRA number.

2. The facilities located at 6837 Farmdale Ave., North Hollywood, were occupied by Ole Burrhead, Inc. Pacific Steel Treating, Inc. occupied 6829 Farmdale Ave. Aero Bending Co., Inc. never occupied either address. Ole Burrhead, Inc. leased the 6837 facility from Nels Anderson and his mother who were the owners of Pacific Steel Treating, Inc. ABC Industries, Inc. acquired Ole Burrhead during 1969 and leased from Anderson for the period 1969 thru 1977.
Ole Burrhead was engaged in barrel deburring parts furnished by manufacturers. A water soluble compound was used in these rotating barrels. The compound left no material or residue and sissolved readily in water.

3. The owners of 6837 Farmdale Ave., No. Hollywood, Ca. were Nels Anderson and his mother.

a. Unknown

b. Lease documents were given to the new owner of the assets of Ole Burrhead; Deburring Services, Inc., Richard Gillum, owner. Gillum bought the assets of Ole Burrhead in 1978 and moved them to his facility on San Fernando Rd., Glendale or Los Angeles. Deburring Services is no longer in business.

4. The former owners of Ole Burrhead, Inc. were:

a. James Burke 1968

b. Barrel Deburring

c. This information would have to come from Burke, whose address is unknown.

a. Kevin Smith- Arlin Smith (deceased), King Tarpinian (deceased) 1961-1967

b. Barrel Deburring

c. This information would have to come from Kevin Smith, address unknown.

5. The owner of the 6837 Farmdale facility is Nels Anderson of Pacific Steel Treating, Inc.
Note 5a thru e should come from him..

6. Same answer as 5.

7. Same answer as 5.

8. When Ole Burrhead took over the existing lease from Burke we knew of no hazardous substance disposed on, in or at 6837 Farmdale Ave., No. Hollywood. Facts obtained by view and questions of manager, King Tarpinian.

9. Same answer as 8.

10. Yes. Small amounts of degreasing fluid Tri-Chlor-Ethane were used to hand degrease parts. When sludge was built up it was carried to Aero Bending Co. for disposal or picked up by the fluid distributor.

a. Same as 10

b. Same as 3b

c. Baron Blakeslee, Los Angeles

d. 5 gallon can or 10 gallon can every 6 months to year.

e. 6 months to one year

f. Stored in covered containers inside the facility.

g. Same as 3b
h. Same as 10d

MSDS cannot be supplied since Ole Burrhead records are no longer in existence.

11. No releases known of for period 1969 to 1977.

12. Does not apply

13. Same answer as 5

14. There weren't any releases by anyone during the term of our lease 1969-1977

a. Third parties were not allowed near fluid or sludge containers.

b. Containers were covered when not in use.

15. ABC Industries, Inc. currently has no operating divisions or a parent company.

Aero Bending Co. assets were purchased by a partnership of Waselinko/Burlingham in August 1, 1965.

Aero Bending Co. was incorporated December 20,1967.

Aero Bending Co. Inc. acquired Ole Burrhead, Inc. October 31, 1969.

Aero Bending Co., Inc. changes name to ABC Industries,Inc. Aero Bending Co. and Ole Burrhead Inc. operate as two separate divisions.

ABC Industries, Inc. sells Ole Burrhead to Deburring Services September 1, 1978.

ABC Industries, Inc. purchases facility at 8134 Lankershim Blvd., No. Hollywood to house Aero Bending Co. July 14, 1980.

ABC Industries, Inc. purchases assets of Fabritron, Inc. February 1, 1982

ABC Industries, Inc. purchases assets of Aero Vac Alloys March 1, 1982

ABC Industries, Inc. sells Aero Bending Co. to S & K Buck March 1, 1984.

ABC Industries, Inc. sells Fabritron, Inc. to Sanben Investments, Inc. February 5, 1985.

ABC Industries, Inc. purchases the assets of AFI Security, Inc. January 1, 1987.

ABC Industries, Inc. sells the assets of AFI Security, Inc. July 5, 1987.

16. Copies attached as 16-1 thru 16-5

17. SIC 6719 - October 10, 1990

18. No current operating permits.

19. Yes.

    a. Aero Bending Co., Div. of ABC Industries, Inc.
       8134 Lankershim Blvd.
       No. Hollywood, Ca. 91605

    b. Manufacturer of tubular parts & assemblies.

    c. July 14, 1980

    d. March 1, 1984

The person EPA should contact regarding this request is:

George M. Waselinko

FX-6 Personal Privacy

Sincerely Yours,

George M. Waselinko, Pres.
ABC INDUSTRIES, INC.

GMW/arw
Enc.

BY-LAWS OF

ABC INDUSTRIES, INC.

(A California Corporation)

ARTICLE I
SHAREHOLDERS' MEETINGS

Section 1. TIME. An annual meeting for the election of directors and for the transaction of any other proper business and any special meeting shall be held on the date and at the time as the Board of Directors shall from time to time fix.
Time of Meeting: 10:00 o'clock A.M. Date of Meeting: The ~~day of~~ third Friday of February each year, commencing with the year 1978.

Section 2. PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of California, as the Directors may, from time to time, fix. Whenever the Directors shall fail to fix such place, the meetings shall be held at the principal executive office of the corporation.

Section 3. CALL. Annual meetings may be called by the Directors, by the Chairman of the Board, if any, Vice Chairman of the Board, if any, the President, if any, the Secretary, or by any officer instructed by the Directors to call the meeting. Special meetings may be called in like manner and by the holders of shares entitled to cast not less than ten percent of the votes at the meeting being called.

Section 4. NOTICE. Written notice stating the place, day and hour of each meeting, and, in the case of a special meeting, the general nature of the business to be transacted or, in the case of an Annual Meeting, those matters which the Board of Directors, at the time of mailing of the notice, intends to present for action by the shareholders, shall be given not less than ten days (or not less than any such other minimum period of days as may be prescribed by the General Corporation Law) or more than sixty days (or more than any such maximum period of days as may be prescribed by the General Corporation Law) before the date of the meeting, by mail, personally, or by other means of written communication, charges prepaid by or at the direction of the Directors, the President, if any, the Secretary or the officer or persons calling the meeting, addressed to each shareholder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal executive office of the corporation is located or by publication at least once in a newspaper of general

circulation in the county in which the said principal executive office is located. Such notice shall be deemed to be delivered when deposited in the United States mail with first class postage therein prepaid, or sent by other means of written communication addressed to the shareholder at his address as it appears on the stock transfer books of the corporation. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of notice to be presented by management for election. At an annual meeting of shareholders, any matter relating to the affairs of the corporation, whether or not stated in the notice of the meeting, may be brought up for action except matters which the General Corporation Law requires to be stated in the notice of the meeting. The notice of any annual or special meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. When a meeting is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken; provided that, if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

Section 5. CONSENT. The transaction of any meeting, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the shareholders or his proxy signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting shall not constitute a waiver of any right to object to the consideration of matters required by the General Corporation Law to be included in the notice if such objection is expressly made at the meeting. Except as otherwise provided in subdivision (f) of Section 601 of the General Corporation Law, neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in any written waiver of notice.

Section 6. CONDUCT OF MEETING. Meetings of the shareholders shall be presided over by one of the following officers in the order of seniority and if present and acting -- the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, if any, a Vice President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the shareholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but,

if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

Section 7. PROXY REPRESENTATION. Every shareholder may authorize another person or persons to act as his proxy at a meeting or by written action. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it prior to the vote or written action pursuant thereto, except as otherwise provided by the General Corporation Law. As used herein, a "proxy" shall be deemed to mean a written authorization signed by a shareholder or a shareholder's attorney in fact giving another person or persons power to vote or consent in writing with respect to the shares of such shareholder, and "Signed" as used herein shall be deemed to mean the placing of such shareholder's name on the proxy, whether by manual signature, typewriting, telegraphic transmission or otherwise by such shareholder or such shareholder's attorney in fact. Where applicable, the form of any proxy shall comply with the provisions of Section 604 of the General Corporation Law.

Section 8. INSPECTORS - APPOINTMENT. In advance of any meeting, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or, if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting of shareholders may, and on the request of any shareholder or a shareholder's proxy shall, appoint inspectors of election, or persons to replace any of those who so fail or refuse, at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares represented shall determine whether one or three inspectors are to be appointed.

The inspectors of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity, and effect of proxies, receive votes, ballots, if any, or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. If there are three inspectors of election, the decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all.

Section 9. SUBSIDIARY CORPORATIONS. Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined as a corporation, the shares of which possessing more than 25% of the total combined voting power of all classes of shares entitled to vote, are owned directly or indirectly through one or more subsidiaries.

Section 10. QUORUM; VOTE; WRITTEN CONSENT. The holders of a majority of the voting shares shall constitute a quorum at a meeting of shareholders for the transaction of any business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented thereat, but no other business may be transacted except as hereinbefore provided.

In the election of directors, a plurality of the votes cast shall elect. No shareholder shall be entitled to exercise the right of cumulative voting at a meeting for the election of directors unless the candidate's name or the candidates' names have been placed in nomination prior to the voting and the shareholder has given notice at the meeting prior to the voting of the shareholder's intention to cumulate the shareholder's votes. If any one shareholder has given such notice, all shareholders may cumulate their votes for such candidates in nomination.

Except as otherwise provided by the General Corporation Law, the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at a meeting at which a quorum is present shall be authorized by the affirmative vote of a majority of the shares represented at the meeting.

Except in the election of directors by written consent in lieu of a meeting, and except as may otherwise be provided by the General Corporation Law, the Articles of Incorporation or these By-Laws, any action which may be taken at any annual or special meeting may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by holders of shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors. Notice of any shareholder approval pursuant to Section 310, 317, 1201 or 2007 without a meeting by less than unanimous written consent shall be given at least ten days before the consummation of the action authorized by such approval, and prompt notice shall be given of the taking of any other corporate action approved by shareholders without a meeting by less than unanimous written consent to those shareholders entitled to vote who have not consented in writing.

Section 11. BALLOT. Elections of directors at a meeting need not be by ballot unless a shareholder demands election by ballot at the election and before the voting begins. In all other matters, voting need not be by ballot.

Section 12. SHAREHOLDERS' AGREEMENTS. Notwithstanding the above provisions in the event this corporation elects to become a close corporation, an agreement between two or more shareolders thereof,

if in writing and signed by the parties thereof, may provide that in exercising any voting rights the shares held by them shall be voted as provided therein or in Section 706, and may otherwise modify these provisions as to shareholders' meetings and actions.

ARTICLE II
BOARD OF DIRECTORS

Section 1. FUNCTIONS. The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of its Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company or other person, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors shall have authority to fix the compensation of directors for services in any lawful capacity.

Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interests of the corporation, and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances. (Section 309).

Section 2. EXCEPTION FOR CLOSE CORPORATION. Notwithstanding the provisions of Section 1, in the event that this corporation shall elect to become a close corporation as defined in Section 186, its shareholders may enter into a Shareholders' Agreement as provided in Section 300 (b). Said Agreement may provide for the exercise of corporate powers and the management of the business and affairs of this corporation by the shareholders, provided however such agreement shall, to the extent and so long as the discretion or the powers of the Board in its management of corporate affairs is controlled by such agreement, impose upon each shareholder who is a party thereof, liability for managerial acts performed or omitted by such person pursuant thereto otherwise imposed upon Directors as provided in Section 300 (d).

Section 3. QUALIFICATIONS AND NUMBER. A director need not be a shareholder of the corporation, a citizen of the United States, or a resident of the State of California. The authorized number of directors constituting the Board of Directors until further changed shall be 3 . Thereafter, the authorized number of directors constituting the Board shall be at least three provided that, whenever the corporation shall have only two shareholders, the number of directors may be at least two, and, whenever the corporation shall have only one shareholder, the number of directors may be at least one. Subject to the foregoing provisions, the number of directors may be changed from time to time by an amendment of these By-Laws adopted by the shareholders. Any such amendment reducing the number of directors to fewer than five cannot be adopted if the votes cast against its adoption at a meeting or the shares not consenting in writing in the case of action by written

consent are equal to more than sixteen and two-thirds percent of the outstanding shares. No decrease in the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 4. ELECTION AND TERM. The initial Board of Directors shall consist of the persons elected at the meeting of the incorporator, all of whom shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation or removal from office. Thereafter, directors who are elected to replace any or all of the members of the initial Board of Directors or who are elected at an annual meeting of shareholders, and directors who are elected in the interim to fill vacancies, shall hold office until the next annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office, or death. In the interim between annual meetings of shareholders or of special meetings of shareholders called for the election of directors, any vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of directors which have not been filled by the shareholders, including any other vacancies which the General Corporation Law authorizes directors to fill, and including vacancies resulting from the removal of directors which are not filled at the meeting of shareholders at which any such removal has been effected, if the Articles of Incorporation or a By-Law adopted by the shareholders so provides, may be filled by the vote of a majority of the directors then in office or of the sole remaining director, although less than a quorum exists. Any director may resign effective upon giving written notice to the Chairman of the Board, if any, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to the office when the resignation becomes effective.

The shareholders may elect a director at any time to fill any vacancy which the directors are entitled to fill, but which they have not filled. Any such election by written consent shall require the consent of a majority of the shares.

Section 5. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS. The corporation may indemnify any Director, Officer, agent or employee as to those liabilities and on those terms and conditions as are specified in Section 317. In any event, the corporation shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the corporation would have the power to indemnify such person against the liability insured against.

Section 6. MEETINGS.

TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

PLACE. Meetings may be held at any place, within or without the State of California, which has been designated in any notice of the meeting, or, if not stated in said notice, or, if there is no notice given, at the place designated by resolution of the Board of Directors.

CALL. Meetings may be called by the Chairman of the Board, if any and acting, by the Vice Chairman of the Board, if any, by the President, if any, by any Vice President or Secretary, or by any two directors.

NOTICE AND WAIVER THEREOF. No notice shall be required for regular meetings for which the time and place have been fixed by the Board of Directors. Special meetings shall be held upon at least four days' notice by mail or upon at least forty-eight hours' notice delivered personally or by telephone or telegraph. Notice of a meeting need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 7. SOLE DIRECTOR PROVIDED BY ARTICLES OF INCORPORATION. In the event only one director is required by the By-Laws or Articles of Incorporation, then any reference herein to notices, waivers, consents, meetings or other actions by a majority or quorum of the directors shall be deemed to refer to such notice, waiver, etc., by such sole director, who shall have all the rights and duties and shall be entitled to exercise all of the powers and shall assume all the responsibilities otherwise herein described as given to a Board of Directors.

Section 8. QUORUM AND ACTION. A majority of the authorized number of directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided such majority shall constitute at least either one-third of the authorized number of directors or at least two directors, whichever is larger, or unless the authorized number of directors is only one. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment. Except as the Articles of Incorporation, these By-Laws and the General Corporation Law may otherwise provide, the act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another,

and participation by such use shall be deemed to constitute presence in person at any such meeting.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided that any action which may be taken is approved by at least a majority of the required quorum for such meeting.

Section 9. CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, the Vice Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if any and present and acting, or any director chosen by the Board, shall preside.

Section 10. REMOVAL OF DIRECTORS. The entire Board of Directors or any individual director may be removed from office without cause by approval of the holders of at least a majority of the shares provided, that unless the entire Board is removed, an individual director shall not be removed when the votes cast against such removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election of directors at which the same total number of votes were cast, or, if such action is taken by written consent, in lieu of a meeting, all shares entitled to vote were voted, and the entire number of directors authorized at the time of the director's most recent election were then being elected. If any or all directors are so removed, new directors may be elected at the same meeting or by such written consent. The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by an order of court or convicted of a felony.

Section 11. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate one or more committees, each consisting of two or more directors to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of such committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors except such authority as may not be delegated by the provisions of the General Corporation Law.

Section 12. INFORMAL ACTION. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. WRITTEN ACTION. Any action required or permitted to be taken may be taken without a meeting if all of the members of

the Board of Directors shall individually or collectively consent in writing to such action. Any such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

ARTICLE III
OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a Chairman of the Board or a President or both, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the By-Laws.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the shareholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 8. VICE PRESIDENT. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

Section 9. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and Shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at Shareholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the shareholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 10. CHIEF FINANCIAL OFFICER. This officer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings (or surplus) and shares. The books of account shall at all reasonable times be

open to inspection by any director.

This officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all his transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE IV
CERTIFICATES AND TRANSFERS OF SHARES

Section 1. CERTIFICATES FOR SHARES. Each certificate for shares of the corporation shall set forth therein the name of the record holder of the shares represented thereby, the number of shares and the class or series of shares owned by said holder, the par value, if any, of the shares represented thereby, and such other statements, as applicable, prescribed by Sections 416 - 419, inclusive, and other relevant Sections of the General Corporation Law of the State of California (the "General Corporation Law") and such other statements, as applicable, which may be prescribed by the Corporate Securities Law of the State of California and any other applicable provision of the law. Each such certificate issued shall be signed in the name of the corporation by the Chairman of the Board of Directors, if any, or the Vice Chairman of the Board of Directors, if any, the President, if any, or a Vice President, if any, and by the Chief Financial Officer or an Assistant Treasurer or the Secretary or an Assistant Secretary. Any or all of the signatures on a certificate for shares may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate for shares shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

In the event that the corporation shall issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor, any such certificate for shares shall set forth thereon the statements prescribed by Section 409 of the General Corporation Law.

Section 2. LOST OR DESTROYED CERTIFICATES FOR SHARES. The corporation may issue a new certificate for shares or for any other security in the place of any other certificate theretofore issued by it, which is alleged to have been lost, stolen or destroyed. As a condition to such issuance, the corporation may require any such owner of the allegedly lost, stolen or destroyed certificate or any such owner's legal representative to give the corporation a bond, or other adequate security, sufficient to indemnify it against any claim that may be made against it, including any expense or liability, on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 3. SHARE TRANSFERS. Upon compliance with any provisions of the General Corporation Law and/or the Corporate Securities Law of 1968 which may restrict the transferability of shares, transfers of shares of the corporation shall be made only on the record of shareholders of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes, if any, due thereon.

Section 4. RECORD DATE FOR SHAREHOLDERS. In order that the corporation may determine the shareholders entitled to notice of any meeting or to vote or be entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance a record date, which shall not be more than sixty days or fewer than ten days prior to the date of such meeting or more than sixty days prior to any other action.

If the Board of Directors shall not have fixed a record date as aforesaid, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given; and the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth day prior to the day of such other action, whichever is later.

A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, but the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five days from the date set for the original meeting.

Except as may be otherwise provided by the General Corporation Law, shareholders on the record date shall be entitled to notice and to vote or to receive any dividend, distribution or allotment of rights or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

Section 5. REPRESENTATION OF SHARES IN OTHER CORPORATIONS. Shares of other corporations standing in the name of this corporation may be voted or represented and all incidents thereto may be exercised on behalf of the corporation by the Chairman of the Board, the President or any Vice President or any other person authorized by

resolution of the Board of Directors.

Section 6. MEANING OF CERTAIN TERMS. As used in these By-Laws in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to assent or consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record or outstanding shares when the corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the Articles of Incorporation confer such rights where there are two or more classes or series of shares or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the Articles of Incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights thereunder.

Section 7. CLOSE CORPORATION CERTIFICATES. All certificates representing shares of this corporation, in the event it shall elect to become a close corporation, shall contain the legend required by Section 418 (c).

ARTICLE V
EFFECT OF SHAREHOLDERS' AGREEMENT-CLOSE CORPORATION

Any Shareholders' Agreement authorized by Section 300 (b) shall only be effective to modify the terms of these By-Laws if this corporation elects to become a close corporation with appropriate filing of or amendment to its Articles as required by Section 202 and shall terminate when this corporation ceases to be a close corporation. Such an agreement cannot waive or alter Sections 158 (defining close corporations), 202 (requirements of Articles of Incorporation), 500 and 501 relative to distributions, 111 (merger), 1201(e) (reorganization) or Chapters 15 (Records and Reports), 16 (Rights of Inspection), 18 (Involuntary Dissolution) or 22 (Crimes and Penalties). Any other provisions of the Code or these By-Laws may be altered or waived thereby, but to the extent they are not so altered or waived, these By-Laws shall be applicable.

ARTICLE VI
CORPORATE CONTRACTS AND INSTRUMENTS-HOW EXECUTED

The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purposes or any amount, except as provided in Section 313 of the Corporations Code.

ARTICLE VII
CONTROL OVER BY-LAWS

After the initial By-Laws of the corporation shall have been adopted by the incorporator or incorporators of the corporation, the By-Laws may be amended or repealed or new By-Laws may be adopted by the shareholders entitled to exercise a majority of the voting power or by the Board of Directors; provided, however, that the Board of Directors shall have no control over any By-Law which fixes or changes the authorized number of directors of the corporation; provided, further, than any control over the By-Laws herein vested in the Board of Directors shall be subject to the authority of the aforesaid shareholders to amend or repeal the By-Laws or to adopt new By-Laws; and provided further that any By-Law amendment or new By-Law which changes the minimum number of directors to fewer than five shall require authorization by the greater proportion of voting power of the shareholders as hereinbefore set forth.

ARTICLE VIII
BOOKS AND RECORDS - STATUTORY AGENT

Section 1. RECORDS: STORAGE AND INSPECTION. The corporation shall keep at its principal executive office in the State of California, or, if its principal executive office is not in the State of California, the original or a copy of the By-Laws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California, and, if the corporation has no principal business office in the State of California, it shall upon request of any shareholder furnish a copy of the By-Laws as amended to date.

The corporation shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its shareholders, Board of Directors and committees, if any, of the Board of Directors. The corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. RECORD OF PAYMENTS. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 3. ANNUAL REPORT. Whenever the corporation shall have fewer than one hundred shareholders, the Board of Directors shall not be required to cause to be sent to the shareholders of the corporation the annual report prescribed by Section 1501 of the General Corporation Law unless it shall determine that a useful purpose would be served by causing the same to be sent or unless the Department of Corporations, pursuant to the provisions of the Corporate Securities Law of 1968, shall direct the sending of the same.

Section 4. AGENT FOR SERVICE. The name of the agent for service of process within the State of California is George M. Waselinko.

CERTIFICATE BY SECRETARY OF ADOPTION BY
SHAREHOLDERS' VOTE AND APPROVAL BY BOARD OF DIRECTORS

ABC INDUSTRIES, INC.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the above-named corporation and that the above and foregoing Code of By-Laws was submitted to the Shareholders at their annual meeting held on February 18, 1977 and to the Board of Directors at their meeting held February 18, 1977 and unanimously adopted by the vote of the Shareholders and unanimously approved by the vote of the Board and recorded in the minutes of the respective meetings thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of February, 1977.

Anita R. Waselinko, Secretary

STATE OF CALIFORNIA

THE GREAT SEAL OF THE STATE OF CALIFORNIA
EUREKA

DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, *I,* **FRANK M. JORDAN,** *Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*

this DEC 20 1967

Frank M. Jordan
Secretary of State

By W. P. Allen
Assistant Secretary of State

DOCUMENT FILED
LOS ANGELES COUNTY
DEC 28 1967
OFFICE OF COUNTY CLERK
CORPORATION DIV.

537825

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
DEC 2 0 1967
FRANK M. JORDAN, Secretary of State
By C. Oscar Johnson
Deputy

ARTICLES OF INCORPORATION

OF

AERO BENDING COMPANY

FIRST: The name of the corporation is

AERO BENDING COMPANY.

SECOND: The corporation's purposes are:

a. Primarily to engage in the specific business of precision bending and assembling of all types of metal tubing;

b. To engage in any other business or activity related or unrelated to the business described above which is now or hereafter permitted under the Corporations Code of the State of California;

c. To act as partner or joint venturer or in any other legal capacity;

d. To transact business anywhere in the world; and

e. To have and exercise all rights and powers from time to time granted to a corporation by law.

The foregoing purpose clauses shall be construed as a statement of both purposes and powers, and shall not be limited by reference to or inference from one another, but each shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

THIRD: The county in the State of California where the principal office for the transaction of the business of the corporation is located is Los Angeles County.

FOURTH: a. The number of directors of the corporation is three.

b. The names and addresses of the persons who are appointed to act as first directors are:

Names	Addresses
1. George M. Waselinko	7225 Fulton Avenue North Hollywood, California 91605
2. James A. McIntyre	6053 West 3rd Street Los Angeles, California 90036
3. Marianne Weskamp	7225 Fulton Avenue North Hollywood, California 91605

FIFTH: The total number of shares which this corporation is authorized to issue is 20,000. The aggregate par value of all shares is $200,000.00, and the par value of each share is $10.00.

EXECUTED on December 15, 1967.

George M. Waselinko
George M. Waselinko

James A. McIntyre
James A. McIntyre

Marianne Weskamp
Marianne Weskamp

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 15th day of December, 1967, before me, the undersigned, a Notary Public in and for said County and State, personally appeared GEORGE M. WASELINKO, JAMES A. McINTYRE, and MARIANNE WESKAMP, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

HELENE MURPHY
My Commission Expires July 21, 1970

Notary Public in and for said County and State.

Notarial Seal

MINUTES OF SPECIAL JOINT MEETING OF SHAREHOLDER AND BOARD OF DIRECTORS OF OLE BURRHEAD, INC.

October 31, 1969

A special joint meeting of the shareholder and board of directors of Ole Burrhead, Inc., was held at 11661 San Vicente Boulevard, Suite 615, Los Angeles, California 90049, on October 31, 1969, commencing at 11:30 A.M.

George M. Waselinko and Marianne Weskamp, president and secretary-treasurer, respectively, of Aero Bending Company, a California corporation, were present.

Mr. Waselinko announced that Aero Bending Company earlier this date had purchased 300 shares of Ole Burrhead, Inc., from James P. Burke and Ann Burke, representing all of the issued and outstanding shares of stock of the corporation. Mr. Waselinko presented resignation from James P. Burke, resigning as president, chairman and director of the corporation, effective October 31, 1969, and written resignation from Ann Burke, resigning as secretary-treasurer and director of the corporation, effective October 31, 1969.

Mr. Waselinko announced that the purpose of the meeting was for Aero Bending Company, as sole shareholder of the corporation, to elect new directors and officers to replace James P. Burke and Ann Burke. A general discussion ensued. Upon motion made and seconded, George M. Waselinko was nominated and unanimously elected president, director, and chairman of the board of Ole Burrhead, Inc. Upon motion made and seconded, Marianne Weskamp was nominated and unanimously elected as secretary-treasurer and director of Ole Burrhead, Inc.

Mr. Waselinko announced that a quorum of the board was present and that the next order of business was for the board to give consideration to authorizing the corporation to execute all financing documents required by Commercial Discount Corporation to procure necessary financing for the corporation. A general discussion ensued. Upon motion made and seconded, the resolution attached hereto and made a part hereof was unanimously adopted.

There being no further business to come before the meeting, the meeting was adjourned.

Marianne Weskamp, Secretary

ATTEST:

George M. Waselinko, Chairman

The undersigned, a director and vice president-general manager of Ole Burrhead, Inc. hereby waives notice and consents to the holding of the foregoing meeting.

Dated: October 31, 1969.

King T. Tarpinian

SECRETARY'S CERTIFICATE
OF
BOARD OF DIRECTORS RESOLUTION

I, Marianne Weskamp, do hereby certify that I am Secretary of Ole Burrhead, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of California and am keeper of the records and seal thereof; that the following is a true, correct and compared copy of a resolution duly adopted at a special meeting of the Board of Directors of said company held at ~~October~~ Los Angeles, on October 31, 1969 and called for such purpose, at which meeting a quorum of the Board of Directors of the company was present; and that said resolution is still in full force and effect:

RESOLVED, that the President, Vice President, Secretary or Treasurer, or any other officer of this Corporation, be and he is hereby authorized and empowered (either alone or in conjunction with any one or more other officers of this Corporation) to take from time to time all or any part of the following action on behalf of this Corporation: (1) to execute and deliver one or more arrangements or agreements between this Corporation and ~~Commerce Financial~~ Commercial Discou Corporation, a California corporation (hereinafter referred to as "Finance Co."), relating to the sale, transfer, assignment, negotiation and guarantee, or any thereof, to said Finance Co. of all or any part of the receivables (such term as used herein being defined to mean accounts receivable, indebtedness, notes, contracts, mortgages, deeds of trust, evidences of indebtedness and other forms of obligation) now or hereafter owned by this Corporation, together with all things, rights and powers pertaining thereto, (2) to sell, assign, or otherwise transfer to said Finance Co. all or any part of such receivables and things, rights and powers pertaining thereto, and to execute (by means of rubber or other stamp or legend, without designation of the individual affixing such stamp or legend being required, or by other means) and deliver any and all assignments, transfers, endorsements, agreements or other instruments in connection therewith, and to delegate to one or more employees of this Corporation the authority and power to do all or any part of the foregoing, (3) to borrow money from said Finance Co., (4) to execute and deliver promissory notes of this Corporation, either unsecured or secured by way of pledge, mortgage, deed of trust, assignment, or otherwise, to evidence indebtedness of any character at any time owing from this Corporation to said Finance Co., and if any such promissory note is to be secured, to execute and deliver any and all agreements, mortgages, deeds of trust, pledges, assignments and other instruments, and security, in connection therewith, and (5) to carry out or, if agreeable to said Finance Co. to modify, amend or terminate any arrangements or agreements at any time existing between this Corporation and said Finance Co,

RESOLVED, that any arrangement, agreement, note or other instrument executed, pursuant to these resolutions, by an officer of this Corporation, or by an employee of this Corporation acting pursuant to delegation of authority, may be attested by such officer or employee under the corporate seal of this Corporation, and may contain such terms and provisions (including, without limiting the generality of the foregoing, powers or warrants of attorney to confess judgment against this Corporation) as such officer or employee shall in his sole discretion determine.

RESOLVED, that all acts and deeds heretofore done by any officer or officers of this corporation for and on behalf of this corporation in entering into, executing, acknowledging or attesting any arrangements, agreements, notes, instruments or documents, or in carrying out the terms and intentions of this resolution are hereby ratified, approved and confirmed.

RESOLVED, that the Secretary or any other officer of this Corporation shall file with said Finance Co. a certified copy of these resolutions and a list of the names of the officers of this Corporation, and shall from time to time advise said Finance Co. in writing of the names of the employees of this Corporation to whom any power or authority provided in these resolutions has been delegated and of any changes in such officers or employees, and said Finance Co. shall be entitled to conclusively assume that these resolutions remain in full force and effect, that all persons so named as officers of this Corporation are and continue to be such officers, and that all powers and authorities permitted by these resolutions to be delegated to an employee of this Corporation have been and continue to be properly delegated to all persons so named as employees, except in each case as, and until, said Finance Co. shall be otherwise notified in writing by the Secretary or any other officer of this Corporation.

I do further certify that the following are the officers of this corporation, namely:

President	George M. Waselinko
Vice-President	King T. Tarpinian
Secretary	Marianne Weskamp
Treasurer	Marianne Weskamp

N WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this 31st day of October, A. D. 1969.

X Marianne Weskamp
Marianne Weskamp Secretary

(Attach Corporate Seal Here)

FORM 101 — C. F. C. 7-59

16-4

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP 30 1976

March Fong Eu

Secretary of State

Document Filed
Los Angeles County
October 20, 1976
Office of County Clk.
Corporation Div.
Doc. No. 241598

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
SEP 20 1976
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

AERO BENDING COMPANY

GEORGE WASELINKO and ANITA R. WASELINKO certify:

1. That they are the president and secretary, respectively, of AERO BENDING COMPANY, a California corporation.

2. That at a meeting of the Board of Directors of said Corporation, duly held at North Hollywood, California, on September 20, 1976, the following resolution was adopted:

> "RESOLVED: that Article FIRST of the Articles of Incorporation of this Corporation be amended to read as follows:
>
> > 'The name of this Corporation is ABC INDUSTRIES, INC.'"

3. That the shareholders have adopted said amendment by written consent. That the wording of the amended Article, as set forth in the Shareholders' written consent, is the same as that set forth in the Directors' resolution in Paragraph 2 above.

4. That the number of shares represented by written consent is 2,500. That the total number of shares entitled to vote on or consent to the amendment is 2,500.

GEORGE M. WASELINKO, President

ANITA R. WASELINKO, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate

are true and correct. Executed at North Hollywood, California, on September 20, 1976.

GEORGE M. WASELINKO

ANITA R. WASELINKO

16-5

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 13 1977

March Fong Eu

Secretary of State

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JAN 1 - 1977
MARCH FONG EU, Secretary of State
By BILL HOLDEN
Deputy

CERTIFICATE OF OWNERSHIP

ABC INDUSTRIES, INC. (formerly known as Aero Bending Company), a California Corporation, hereby certifies:

1. George M. Waselinko is the President and Anita R. Waselinko is the Secretary of this Corporation.

2. This Corporation owns all the outstanding shares of OLE BURRHEAD, INC., a California Corporation.

3. The Board of Directors of this Corporation duly adopted the following Resolution:

> RESOLVED, that, effective January 1, 1977, this Corporation merge OLE BURRHEAD, INC., its wholly-owned subsidiary, into itself and assume all its obligations pursuant to Section 4124 of the California Corporations Code.

4. The above Resolution was duly adopted at a meeting of the Board of Directors held on December 1, 1976, at North Hollywood, California, by the vote of three (3) Directors voting for the Resolution.

ABC INDUSTRIES, INC.

By _____
GEORGE M. WASELINKO, President

By _____
ANITA R. WASELINKO, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at North Hollywood, California, on December 1, 1976.

_____
GEORGE M. WASELINKO

_____
ANITA R. WASELINKO