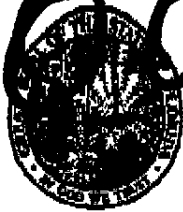


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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

## RESOLUTION OF BOARD OF DIRECTORS

200002480432--8

I, the undersigned Dennis W. Sheehan, do hereby certify  
that this Resolution of the Board of Directors of AXIA INCORPORATED

a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on April 3, 1998.

Resolved, that AXIA INCORPORATED, organized  
and existing in the State of Delaware, hereby adopts the  
name AXIA INCORPORATED (DE)  
for use in Florida.

Dated: April 3, 1998

Signature of at least one director

Dennis W. Sheehan

INH819(3/95)