

ARMBRUST INTERNATIONAL LTD.

Consent Action by Shareholder

In Lieu of Annual Meeting


Pursuant to the provisions of Section 7-1.1-30.3 of the Rhode Island General Laws of 1956, as amended, the undersigned, being the sole shareholder of **ARMBRUST INTERNATIONAL LTD.**, A Rhode Island corporation (the "Corporation") does hereby consent to the following resolutions which are deemed to be adopted by vote at a meeting of the shareholder of the Corporation duly called and held on January 3, 2003.

RESOLVED : That all acts of the Director of the Corporation, for and on behalf of the Corporation, to the date hereof be, and the same hereby are, ratified, confirmed and approved, further

RESOLVED : That the following individual be, and he hereby is, Elected as Director of the Corporation until his successors are duly elected and qualified:

Erwin Pearl

IN WITNESS WHEREOF, the undersigned has executed this Consent as of January 3, 2003.


Erwin Pearl

ARMBRUST INTERNATIONAL LTD.

Unanimous Consent Action by Directors


Pursuant to the provisions of Section 7-1.1-39.1 of the Rhode island General Laws of 1956, as amended, the undersigned, being the sole Director of **ARMBRUST INTERNATIONAL LTD**, a Rhode Island corporation (the "Corporation"), do hereby consent to the following resolutions, which are deemed to be adopted as if adopted by unanimous vote at a meeting of the Directors duly called and held on January 3rd, 2003.

RESOLVED : That all the acts of the officers of the Corporation, for and on behalf of the Corporation to the date hereof be, and the same hereby are, ratified, confirmed and approved, further

RESOLVED : That the following individuals be, and they hereby are, elected as officers of the Corporation, to hold office until their respective successors are duly elected and qualified or until their earlier death, resignation or removal as provided in the Bylaws:

Chairman of the Board	Erwin Pearl
President	James H. Roberts
Senior Vice President	Joel S. Weinstein
Secretary	Michael Elswit
Treasurer	Erwin Pearl

IN WITNESS WHEREOF, the undersigned has executed this Consent as of
January 3, 2003.


Erwin Pearl