set their hands and seals the day and year first above written.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Vaughan B. Connelly (Seal)

Vaughan B. Connelly,

FIRST PARTY

A. M. Walker

Elaine Karman

As to First Party

MARTEL, INC.,

By: *Vaughan B. Connelly*

President

Attest: *Joseph R. Greenwood*

A. M. Walker

Assistant Secretary

Elaine Karman

As to Second Party

SECOND PARTY

STATE OF NEW YORK
COUNTY OF NEW YORK   SS.:

I HEREBY CERTIFY, That on this day personally appeared before me,
an officer duly authorized to administer oaths and take acknowledgements, VAUGHAN
B. CONNELLY, to me well known and known to me to be the individual described in
and who executed the foregoing agreement, and he acknowledged before me that he
executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal of New York, County of New York
and State of New York, this 24 day of September, 1957.

REBA ROSENBLUM
Notary Public, State of New York
No. 03-8654123
Qualified in Bronx County
Commission Expires March 30, 1958

Reba Rosenblum
Notary Public

STATE OF NEW YORK
COUNTY OF NEW YORK   SS.:

I HEREBY CERTIFY, That on the 24 day of September, 1957, before me
personally appeared VAUGHAN B. CONNELLY and JOSEPH R. GREENWOOD, President and
Assistant Secretary, respectively of MARTEL, INC., a corporation under the laws of
the State of Florida, to me known to be the persons described in and who executed
the foregoing agreement, and severally acknowledged the execution thereof to be
their free act and deed as such officers, for the uses and purposes therein
mentioned; and that they affixed thereto the official of said corporation, and
the said instrument is the act and deed of said corporation.

WITNESS my signature and official at New York, in the County of New
York and State of New York, the day and year last aforesaid.

REBA ROSENBLUM
Notary Public, State of New York
No. 03-8654123
Qualified in Bronx County
Commission Expires March 30, 1958

Reba Rosenblum
Notary Public