

**Action By Consent  
Of Members  
Of  
Southern Storage L. L. C.**

Pursuant to the Vermont Statutes which authorizes the Members of a limited liability company to take action without a meeting if the action is taken by all of the Members and the action is evidenced by one or more written consents describing the action taken, signed by the Members, and included in the minutes or filed with the company records reflecting the action taken, the following resolutions and actions are hereby adopted by the Members:

RESOLVED, that the Agreement to Buy and Sell Stock presented is hereby approved on behalf of the Company, and the President of this Company is hereby authorized and directed to execute said Agreement on behalf of the Company.

The undersigned, constituting all of the Members of the Company, hereby consent to, ratify and confirm the action described in the foregoing resolutions, such action to be effective November 4, 2000.

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Sam Spade

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Henry P. Smith