

Council for Tobacco Research - U.S.A., Inc.

Unanimous Consent of Board of
Directors to Action Without a Meeting

The undersigned, being all of the directors of Council for Tobacco Research - U.S.A., Inc. ("The Council") a New York not-for-profit corporation, hereby consent, as permitted by section 708 of the New York Not-for-Profit Corporation Law and by Article VI of the By-Laws of The Council to the adoption of the following resolution:

RESOLVED, that the By-Laws of The Council be, and they hereby are, amended as follows:

Article IV, Section 1 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 1. The annual meeting of members for the election of Directors and for the transaction of such other business as may properly come before such meeting shall be held on the second Thursday in December in each year, or if such date shall be that of a legal holiday in the jurisdiction in which the meeting is to be held, then on the next succeeding business day.

Article IV, Section 2 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 2. Special meetings of members may be called by the Board of Directors, the Executive Committee, the Chairman or the President or upon written request to the Secretary of three or more members. Upon such call or request the Secretary shall issue a

notice of special meeting to consider the matters specified in such call or written request.

Article VII, Section 1 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 1. The officers of The Council shall be a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may also appoint from time to time such other officers, agents and employees as it may deem proper.

Article VII, Section 4 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 4. The Chairman shall be the executive officer of The Council in charge of the direction of its affairs. Subject to such limitations as the Board of Directors may from time to time prescribe, each of the other officers of The Council shall have such powers and duties as shall generally pertain to his respective office, as well as additional powers and duties as may from time to time be conferred or imposed by the Board of Directors. The Treasurer and any Assistant Treasurer may be required to give bond for the faithful discharge of their duties, in such sums and with such surety or sureties as the Board of Directors from time to time may prescribe.

Article VII, Section 5 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 5. The Board of Directors may employ a duly qualified person, to be designated as President, who shall have charge of the general operations of the offices of The

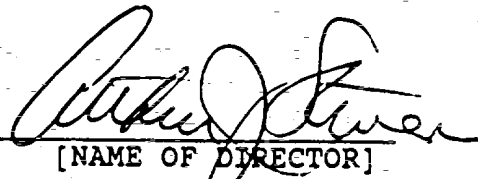
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Council, including the appointment and dismissal of salaried employees, and any other duties assigned to him by the Board of Directors. The President shall annually prepare a budget for adoption by the Board of Directors.

Article IX, Section 1 of the By-Laws shall be amended and restated in its entirety to read as follows:

Section 1. All notes, drafts, checks, acceptances, orders for the payment of money and all negotiable instruments obligating The Council for the payment of money shall be signed by the President or the Chairman or the Treasurer or an Assistant Treasurer or by such person or person as the Board of Directors shall determine.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation.


[NAME OF DIRECTOR]

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