

**TECHNIMAR INDUSTRIES, INC.
MINUTES OF SPECIAL MEETING
OF THE STOCKHOLDERS**

A special meeting of the Stockholders of Technimar Industries, Inc. ("Company") was held on September 29, 1997 at 10:00 a.m., Central Standard Time, at the Company's offices located at 101 East Fifth Street, Suite 2200, St. Paul, Minnesota 55101 pursuant to Notice of Special Meeting of Stockholders mailed to all shareholders of the Company on September ____, 1997 at their addresses as shown on the records of the Company.

Roberto Contreras del Canizo, President, acted as Chairman of the meeting ("Chairman") and Luis Contreras, Secretary of the Company, acted as Secretary.

The Chairman called the meeting to order at 10:00 a.m. He announced that 82.33% of the total voting power of the Company was present in person or by proxy, that the meeting quorum requirements were met, and that the meeting had been regularly and lawfully convened and was ready to transact business. The Chairman directed that the Notice of Special Meeting of Stockholders, together with proof of mailing, be attached to the Minutes of the meeting.

The Chairman announced that the first order of business was to elect directors of the Company. Upon motion duly made, the following resolution was unanimously adopted:

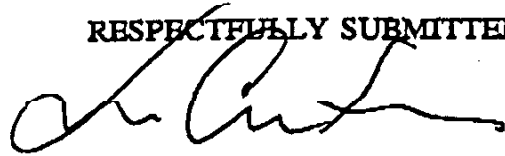
"RESOLVED, that Allen Berryman, Gerald Bridgeman, Luis Contreras, Roberto Contreras Castro, Roberto Contreras del Canizo, Charles C. Foster, O. Chandler Robinson, T. Jay Salmen, Dario Toncelli, David B. Welliver, and Rodney C. Workman be and they hereby are elected as directors of this Company to serve until the next regular meeting of stockholders or until their successors shall be elected and qualified, subject, in the case of each of them, to his earlier resignation or removal."

A copy of the Report of Election submitted by Norwest Shareowner Services, a division of Norwest Bank Minnesota, N.A., the Inspectors of Election at the Special Meeting of Stockholders, is attached to these Minutes of the meeting.

A general discussion of the business of the Company was held.

There being no further business, the meeting was adjourned.

RESPECTFULLY SUBMITTED,



Luis Contreras
Secretary

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