

**ACTION BY UNANIMOUS WRITTEN CONSENT OF VOTING
MEMBERS IN LIEU OF A MEETING**

**ELECTRONIC MANUFACTURERS COALITION FOR
RESPONSIBLE RECYCLING, INC.**

THE UNDERSIGNED, being all the voting members of Electronic Manufacturers Coalition For Responsible Recycling, Inc., a Delaware nonstock corporation (the "Corporation"), for purposes of taking action by unanimous written consent in lieu of a meeting of members pursuant to Section 228 of the General Corporation Law of the State of Delaware and of Article II, Section 2.12 of the Bylaws of the Corporation (the "Bylaws"), hereby adopt the following resolutions and waive notice requirements, if any:

WHEREAS, the members of the Corporation have determined to dissolve the Corporation; and

WHEREAS, pursuant to sections 275 and 276 of the Delaware General Corporation Law, the dissolution of a company may be authorized by the unanimous written consent of its members; it is hereby

RESOLVED, the Corporation is hereby dissolved; and

RESOLVED FURTHER, the dissolution of the Corporation shall be effective upon the filing of a certificate of dissolution (a copy of which is attached hereto as Exhibit A) with the Secretary of State of Delaware;

RESOLVED FURTHER, that Wiley Rein LLP, a District of Columbia limited liability partnership, is appointed to be the liquidating trustee for the Corporation and is hereby authorized to do all things, take all actions, and to execute, deliver and file all other documents as may be appropriate to give effect to the foregoing resolutions and the matters contemplated thereby (the appropriateness of which shall be conclusively determined by the taking of such action).

This Action by Unanimous Written Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Action by Unanimous Written Consent.

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO ACTION BY UNANIMOUS WRITTEN
CONSENT OF THE MEMBERS OF ELECTRONIC MANUFACTURERS
COALITION FOR RESPONSIBLE RECYCLING, INC.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent on the dates set forth below.

MITSUBISHI DIGITAL ELECTRONICS AMERICA, INC.

Printed Name:

Title:

Date:

PHILIPS CONSUMER ELECTRONICS NORTH AMERICA

Printed Name:

Title:

Date:

SANYO FISHER CO.

Printed Name:

Title:

Date:

SHARP ELECTRONICS CORPORATION

Printed Name:

Title:

Date:

**CERTIFICATE OF DISSOLUTION
OF**

**ELECTRONIC MANUFACTURERS COALITION FOR
RESPONSIBLE RECYCLING, INC.**

(Pursuant to Sections 275 and 276 of the General Corporation Law of the State of Delaware)

It is hereby certified that:

1. The name of the corporation (the "Corporation") is Electronic Manufacturers Coalition For Responsible Recycling, Inc.
2. The dissolution of the Corporation has been authorized by all the members of the Corporation entitled to vote on a dissolution in accordance with Sections 275(c) and 276 of the General Corporation Law of the State of Delaware.
3. The dissolution was authorized on _____, 2008.
4. The names and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Frank Marella	Sharp Electronics Corporation One Sharp Plaza Mahwah, NJ 07430
Peter Salavantis	Mitsubishi Electric 1560 Wilson Blvd. Suite 1175 Arlington, VA 22209
Butch F. Teglas	Philips Consumer Electronics North America 406 North Irish Street Greeneville, TN 37745

5. The names and addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
Frank Marella	Chair	Sharp Electronics Corporation One Sharp Plaza Mahwah, NJ 07430
David B. Weinberg	Secretary Treasurer	Wiley Rein LLP 1776 K Street NW Washington, DC 20006

6. The signatory hereto acknowledges that this instrument is the act and deed of the Corporation and that the facts stated above are true.

Dated: _____, 2008

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO CERTIFICATE OF DISSOLUTION OF ELECTRONIC
MANUFACTURERS COALITION FOR RESPONSIBLE RECYCLING, INC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Dissolution
as of the date set forth above.

ELECTRONIC MANUFACTURERS
COALITION FOR RESPONSIBLE
RECYCLING, INC.

By: _____
David B. Weinberg
Secretary