

CEP HOLDINGS, LLC

**CONSENT IN WRITING OF THE SOLE MEMBER OF
CEP HOLDINGS, LLC**

September 15, 2006

The undersigned, being the sole member (the "Member") of CEP Holdings, LLC, an Ohio limited liability company (the "Company"), hereby consents in writing to the following resolutions of the Company. It is resolved:

RESOLVED: That, in the judgment of the Member, it is desirable and in the best interests of the Company that the Company commence a chapter 11 case by filing a voluntary petition seeking reorganization under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and

RESOLVED: James D. VanTiem and Joseph Mallak are hereby authorized on behalf of and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition for all subsidiaries under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Ohio (the "Bankruptcy Court") at such time as said authorized officer executing the same shall determine.

RESOLVED: That the appropriate officers of the Company be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case; and

RESOLVED: That the law firm of Baker & Hostetler, LLP shall continue to be employed as attorneys for the Company in the Company's chapter 11 case; and

RESOLVED: That the appropriate officers be, and they hereby are, authorized and empowered on behalf of, and in the name of the Company to retain and employ other attorneys, investment bankers, accountants, financial advisors and other professionals to assist in the Company's chapter 11 case on such terms as are deemed necessary, proper or desirable; and

RESOLVED: That the Company, prior to the Chapter 11 case and subsequent thereto as debtor and debtor-in-possession, be, and hereby is, authorized to borrow funds from a lender or lenders on terms as the appropriate officer of the Company deems appropriate, to obtain the use of cash collateral in such amounts, and on such

terms as may be approved by any one or more of the officers as reasonably necessary for the continuing conduct of the affairs of the Company, and to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by any one or more of the officers in connection with such borrowings or the use of such cash collateral; and

RESOLVED: That the officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the officer or officers so acting; and

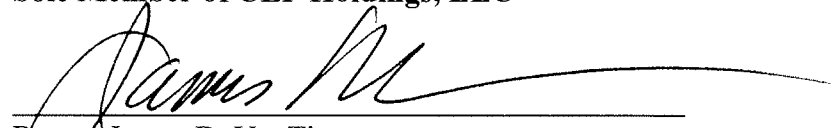
RESOLVED: That the appropriate officers of the Company and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to file such plans of reorganization or conduct a sale under Section 363 of the Bankruptcy Code as may be authorized by the Member, and any and all authorized modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plans and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plans; and

RESOLVED: That the appropriate officers of the Company, and agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or filings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED: That any and all past actions heretofore taken by officers or directors of the Company in the name of and on behalf of the Company in furtherance of any or all of preceding resolutions be, and the same hereby are ratified, approved and adopted in their entirety.

These Resolutions shall be filed with the records of the Company.

**CEP Investments of Ohio, Inc., as
Sole Member of CEP Holdings, LLC**



By: James D. VanTiem
Title: President