

without further act or deed; and

(d) The Surviving Corporation shall be responsible for all the liabilities of each of the Constituent Corporations, in the same manner as if the Surviving Corporation had itself incurred such liabilities; but the liabilities of the Constituent Corporations or of its sole shareholder, directors or officers shall not be affected, nor shall the rights of the creditors thereof or any persons dealing with such corporations be impaired by such merger, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if such merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place.

4.2 Confirmation of Title. At any time, or from time to time after the Effective Date, the last acting officers of the Constituent Corporation or the corresponding officers of the Surviving Corporation may, in the name of the Constituent Corporations, execute and deliver all proper deeds, assignments and other instruments and take or cause to be taken all action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers and franchises of the Constituent Corporations, and otherwise to carry out the purposes of this Joint Agreement and Plan.

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