

shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the intent and purposes of this Agreement, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Companies or otherwise to take any and all such action.

Section 2. Certification of Incorporation; Bylaws; Board of Directors; Officers

2.1 The Certificate of Incorporation, as amended, of the Company as in effect on the Effective Date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until the same shall be amended as provided by law. From and after the Effective Date of the Merger said Certificate of Incorporation, as the same may be further amended from time to time as provided by law, separate and apart from this Agreement, shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation.

2.2 The Bylaws of the Company as in effect on the Effective Date of the Merger shall by the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation, as amended, of the Surviving Corporation and said Bylaws.

2.3 From and after the Effective Date of the Merger, the officers and directors of the Company shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his respective successor shall have been duly elected and qualified.

2.4 If on the Effective Date of the Merger a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may thereafter be filled in accordance with law or in the manner provided by the Certificate of Incorporation or Bylaws of the Surviving Corporation.

Section 3. Conversion of Shares

3.1 On the Effective Date of the Merger:

(a) Each share of the Common Stock of each Constituent Company issued and outstanding immediately prior to the Effective Date of the Merger (except shares held by the Company) shall, by virtue of the Merger and without any action on the part of the holder thereof, thereupon be converted into the number of shares of the Company's Class A Stock as follows: