

SECOND: The name of the surviving corporation is Commercial Affiliates, Inc., a New York corporation.

THIRD: The designation and number of the outstanding shares of each class of the subsidiary corporation and the number of said shares owned by the surviving corporation are as follows:

(a) RCC has authorized capital stock consisting of 1,500 shares common stock, \$100 par value, all of which stock is voting stock and of which 100 shares are issued and outstanding.

(b) CBI has authorized capital stock consisting of 2,500 shares common stock, \$100 par value, all of which stock is voting stock and of which 1,000 shares are issued and outstanding.

(c) GCD has authorized capital stock consisting of 1,000 shares common stock, \$100 par value, all of which stock is voting stock and of which 500 shares are issued and outstanding.

(d) BCI has authorized capital stock consisting of 1,840 shares of voting common stock, \$100 par value of which 672 shares are outstanding; 1,200 shares of first preferred stock, \$100 par value, none of which are outstanding, and 2,500 shares of second preferred stock, no par value, of which 1,937.2 shares are outstanding.

(e) OCI has authorized capital stock consisting of 100,000 shares common stock, \$1 par value, all of which stock is voting stock and of which 4,882 shares are issued and outstanding.

(f) Commercial owns all of the issued and outstanding stock of each of the subsidiary corporations.

(g) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

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