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FOURTH: The effective date of the Merger shall be the date on which this Certificate is filed by the Department of State.

FIFTH: The date when the certificate of incorporation of Commercial Affiliates, Inc. was filed by the Department of State is the 24th day of February, 1960. The name under which Commercial Affiliates, Inc. was formed is Alden International Imports, Inc.

SIXTH:

(a) The jurisdiction of incorporation of RCC, CBI and GDC is the State of Georgia, and the dates of their incorporation are June 1, 1967, February 9, 1965, and April 12, 1966, respectively.

(b) The jurisdiction of incorporation of BCI and OCI is the State of South Carolina, and the dates of their incorporation are October 21, 1958 and April 20, 1978, respectively.

SEVENTH: The applications of RCC,<sup>BCI,</sup> CBI, GDC, and OCI for authority to do business in the State of New York have not been filed, and said corporations shall not do business in the State of New York until such applications shall have been filed by the Department of State.

EIGHTH: The Plan of Merger was adopted by the Board of Directors and the Sole Shareholder of the surviving corporation.

NINTH: The merger is permitted by the laws of the jurisdiction of incorporation of each constituent foreign corporation and is in compliance with said laws.

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