

Corporation, according to the terms hereof, title to any of the property or rights of CCC, VCI, NCI, RCC, CBI, GDC, BCI, and OCI, the proper officers and directors of CCC, VCI, NCI, RCC, CBI, GDC, BCI, and OCI shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or right in the Surviving Corporation, and otherwise to carry out this Agreement and Plan of Merger.

ARTICLE IV

The common stock of CCC, VCI, NCI, RCC, CBI, GDC, BCI, and OCI is to be cancelled.

ARTICLE V

There shall be no amendments or changes in the certificate of incorporation of the Surviving Corporation prior to the effective date of the merger.

ARTICLE VI

The effective date of this Merger in New York shall be the date a Certificate of Merger is filed by the Secretary of State of New York.

ARTICLE VII

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan may be terminated and abandoned by mutual consent of the boards of directors of the Constituent

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