

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING LEATH AND COMPANY INTO  
GAMBLE-SKOGMO INC.

\* \* \* \* \*

GAMBLE-SKOGMO, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That GAMBLE-SKOGMO, INC. was incorporated on the 28th day of May, 1928, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That GAMBLE-SKOGMO, INC. owns all of the outstanding shares of the common stock (which constitutes the only class of stock outstanding) of the Disappearing Corporation (as defined in Article THIRD below) incorporated in the state and on the date shown in Article THIRD:

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the board on the 20<sup>th</sup> day of April, 1982 determined to and did merge into itself the Disappearing Corporations by adoption of the following Plan of Merger:

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