

office of the Delaware Secretary of State on January 11, 1960, and recorded in the office of the Recorder of Deeds for the County of New Castle on January 11, 1960, has an authorized capital stock consisting of 1,200 shares of common stock, without par value, of which stock 1,000 shares are now issued and outstanding; and

WHEREAS, Maine Biological, a corporation organized under the laws of the State of Maine by its Certificate of Organization which was filed in the office of the Maine Secretary of State on January 31, 1957 and recorded in the office of the Register of Deeds for Kennebec County on January 31, 1957, has an authorized capital stock consisting of 1,000 shares of common stock, having a par value of \$100.00 per share of which stock 74 shares are now issued and outstanding;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

- 1. In accordance with the terms and provisions of this Agreement, Texise and Maine Biological shall be merged with and into Mor-Nor, (Mor-Nor hereinafter sometimes referred to herein as the "Surviving Corporation").
- 2. The Certificate of Incorporation of Mor-Nor, as in effect on the date of the merger provided for in this Agreement, shall continue unchanged and in full force and effect as the Certificate of Incorporation of the Surviving Corporation.
- 3. The corporate purposes, powers, objects, franchises, privileges, and all assets of Mor-Nor shall continue in effect unimpaired by the merger, and the corporate franchises, existence and rights of Texise and Maine Biological shall be merged into Mor-Nor which shall, as the Surviving Corporation, be fully vested therewith. The separate existences and corporate

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