

unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

**Section 1.3. Certificate of Incorporation.**

The Certificate of Incorporation of SMC Sub, as in effect at the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law; except that Article FIRST of such Certificate shall be amended upon the effectiveness of the Merger, and without further action of the stockholders, to read as follows: "The name of the Corporation is Sam Solomon Company, Inc."

**Section 1.4. By-laws.** The By-Laws of SMC Sub, as in effect at the Effective Time, shall be the By-Laws of the Surviving Corporation until amended as therein provided.

**Section 1.5. Directors and Officers.** The directors and officers of SMC Sub at the Effective Time shall be the directors and officers of the Surviving Corporation until their respective successors are duly elected and qualified.

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