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The above Plan of Merger, having been approved by the Board of Directors of each of the constituent corporations, and having been adopted separately by the stockholders of each of the constituent corporations, in accordance with the provisions of the General Corporation Law of Delaware, and that fact having been certified on such Plan of Merger by the Secretary of each of the constituent corporations, the Chairman of the Board and President of Sam Solomon Company, Inc. and the President of SMC Acquisition Corporation do now hereby execute such Plan of Merger, and the Secretary of each of the constituent corporations does now hereby attest such Plan of Merger, as the respective act, deed and agreement of each of the constituent corporations this 23rd day of July, 1982.

Attest: Sam Solomon Company, Inc.
Secretary By: [Signature] Chief Executive Officer

Attest: SMC Acquisition Corporation
Secretary By: [Signature] President

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RECORDED MAY 17 1983

at 10:14 A.M.

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