

Subsidiary Corporations, and the title to any real or personal property, whether by deed or otherwise vested in any of the Subsidiary Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of any of the Subsidiary Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Subsidiary Corporations shall thenceforth attach to the Parent Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent Corporation.

5. On the Effective Date, all issued shares of the Subsidiary Corporations' stock which are owned by the Parent Corporation on the date of the merger shall be cancelled without consideration.

6. Any shareholder of a Subsidiary Corporation who dissents to the merger of his respective Subsidiary Corporation into Parent Corporation is entitled to receive the fair value of his shares pursuant to the law of the state of incorporation of his Subsidiary Corporation.

7. The names of the persons who shall constitute the Board of Directors of the Parent Corporation at the Effective Date of the merger are as follows: Henry A. Rosenberg, Jr., George W. Jandacek and W. M. Ginder, unless, prior to the Effective Date of the merger, any one or more of such persons shall die or refuse or become unable to serve, in which event the remaining persons shall be the directors of the Parent Corporation at the Effective Date of the merger, and any vacancy occurring by reason of death, refusal or inability to serve shall be filled as provided in the

4328 RV-2