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in SOI; (ii) SOI shall, and hereby does, assume all of the liabilities and obligations of Pride; and (iii) the certificates representing outstanding shares of stock of Pride shall be cancelled.

4. The proper officers of SOI are authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of the resolution setting forth this Plan of Merger and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

5. The proper officers of SOI are authorized and directed to execute Articles of Merger and to cause same to be filed with the appropriate authorities of the State of Texas.

6. Notwithstanding anything in this Plan of Merger or elsewhere to the contrary, this Plan of Merger may be amended or terminated and abandoned by the Board of Directors of SOI at any time prior to the filing of either a Certificate of Ownership and Merger with the Secretary of State of Delaware or Articles of Merger with the Secretary of State of Texas.

IN WITNESS WHEREOF, said Standard Operations, Inc. has caused this certificate to be signed by Arnold Berke its Vice President and by George Minkin, its Assistant Secretary this 22nd day of September, 1983.

STANDARD OPERATIONS, INC.

By *Arnold Berke*  
Vice President

ATTEST:

STANDARD OPERATIONS, INC.

By *George Minkin*  
Assistant Secretary

MAIL TO  
TERRY WILKINS  
STANDARD OPERATIONS, INC.  
3201 W. LAKE ST.  
MELROSE PARK, ILL 60160  
16915

RECORDED NOV 25 1983 at 10:00 A.M. - 2 -

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