

EXHIBIT A  
to  
CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
NEW EDGCOMB CORP.  
INTO  
EDGCOMB ACQUISITION CORPORATION

CERTIFIED RESOLUTIONS  
OF  
EDGCOMB ACQUISITION CORPORATION

WHEREAS, Edgcomb Acquisition Corporation, a Delaware corporation, owns all of the issued and outstanding stock of New Edgcomb Corp., a Delaware corporation; and

WHEREAS, Edgcomb Acquisition Corporation, as sole stockholder of New Edgcomb Corp., desires to effect a merger of New Edgcomb Corp., with and into Edgcomb Acquisition Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT RESOLVED, that New Edgcomb Corp., a Delaware corporation, be merged into Edgcomb Acquisition Corp., a Delaware corporation in accordance with the following Plan of Merger (the "Merger");

1. The Merger. At the Effective Time (as hereinafter defined) of the Merger, New Edgcomb Corp. ("New Edgcomb") shall be merged with and into Edgcomb Acquisition Corp. ("Acquisition"), and the separate corporate existence of New Edgcomb shall thereupon cease. (Acquisition, as the surviving corporation, is sometimes referred to herein as the "Surviving Corporation"; New Edgcomb and Acquisition are sometimes referred to herein as the "Constituent Corporations"). The Merger shall be pursu-

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