

ant to the provisions and with the effect provided in the Delaware General Corporation Law.

2. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Acquisition, as in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with law.

3. By-Laws. At the Effective Time, the By-Laws of Acquisition, as in effect immediately prior to the Effective Time, shall continue to be the By-Laws of the Surviving Corporation, until duly amended in accordance with law.

4. Directors and Officers. The persons who are directors of Acquisition immediately prior to the Effective Time shall, after the Effective Time, continue as directors of the Surviving Corporation without change until their successors have been elected and qualified in accordance with law and the Certificate of Incorporation and By-Laws of the Surviving Corporation. The persons who are officers of Acquisition immediately prior to the Effective Time shall, after the Effective Time, continue as officers of the Surviving Corporation without change until their successors have been elected and qualified in accordance with law and the Certificate of Incorporation and By-Laws of the Surviving Corporation.

5. Cancellation of Shares of New Edgcomb. The authorized shares of stock of New Edgcomb consist of 1,000 shares of common stock, par value \$.01 per share, all of which are issued and outstanding, and owned by Acquisition. At the Effective Time, each issued and outstanding share of stock of New Edgcomb shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist.