

6. Effect of the Merger; Further Assurances. At the Effective Time, the Merger shall have the effect required pursuant to Section 259 of the Delaware General Corporation Law. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of New Edgcomb, the last acting officers and directors of New Edgcomb, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

7. Effective Time. As used in this Plan of Merger, the term "Effective Time" shall mean the occurrence of the following event: the filing of an executed, certified original or counterpart of the Certificate of Ownership and Merger with the Secretary of State of Delaware pursuant to Sections 253 and 103 of the Delaware General Corporation Law.

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of Edgcomb Acquisition Corporation be, and each of them individually hereby is, directed to make, execute and acknowledge a certificate of ownership and merger which shall set forth a copy of the resolutions to merge New Edgcomb Corp. into Edgcomb Acquisition Corporation and to cause Edgcomb Acquisition Corporation to assume said subsidiary's liabilities and obligations at the effective time of the merger and to file said certificate in the office of the Secretary of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and be it

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any

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