

WHEREAS, this corporation, C. G. Conn, Ltd., a Delaware corporation ("Conn"), owns all of the 1000 outstanding shares of Common Stock, par value \$100.00 per share, of Conn Organ Corporation, an Indiana corporation ("Conn Organ"); and

WHEREAS, it would be desirable and in the best business interests of Conn and Conn Organ for Conn Organ to be merged with and into Conn;

NOW, THEREFORE, BE IT RESOLVED, that, as of the "effective time of merger" (as defined below), Conn Organ shall be merged with and into Conn, Conn shall be the surviving corporation, Conn shall assume all the obligations of Conn Organ and shall succeed to all the rights and properties of Conn Organ, the separate corporate existence of Conn Organ shall cease, and each share of the outstanding Common Stock of Conn Organ shall be cancelled; and be it

FURTHER RESOLVED, that the "effective time of merger" shall be 11:59 P.M., October 31, 1978; and be it

FURTHER RESOLVED, that the officers of Conn be and they hereby are authorized to take all such actions and to execute, deliver and file all such documents (including, without limitation, the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware and the filing of Articles of Merger with the Secretary of State of Indiana) as may be necessary or advisable to effect the aforesaid merger or otherwise to effectuate the purposes of these resolutions; and be it

FURTHER RESOLVED, that these Preambles and Resolutions shall constitute the Plan of Merger of Conn Organ into Conn required to be included in the aforesaid Articles of Merger.

FOURTH: That this Certificate of Ownership and Merger shall become effective at 11:59 P.M., October 31, 1978, the effective time of the merger stated above.

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