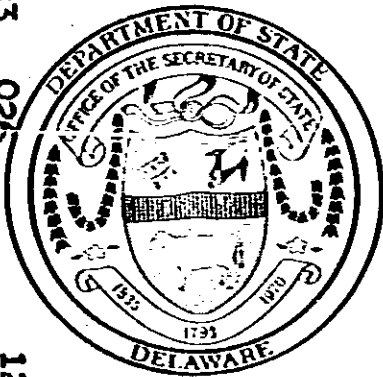


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Agreement of Merger filed in this office on June 30, 1971.

GCTO ----- 3 AP 5 83
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1.0000 Form 130

Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: M. Toon

DATE: March 21, 1983

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