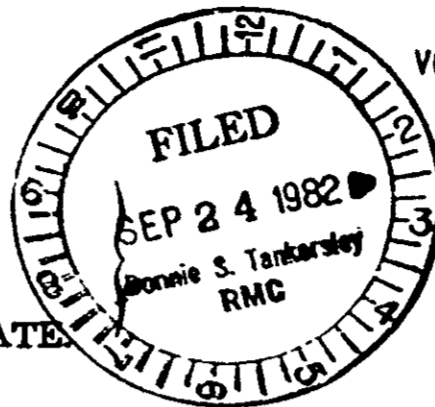


UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE



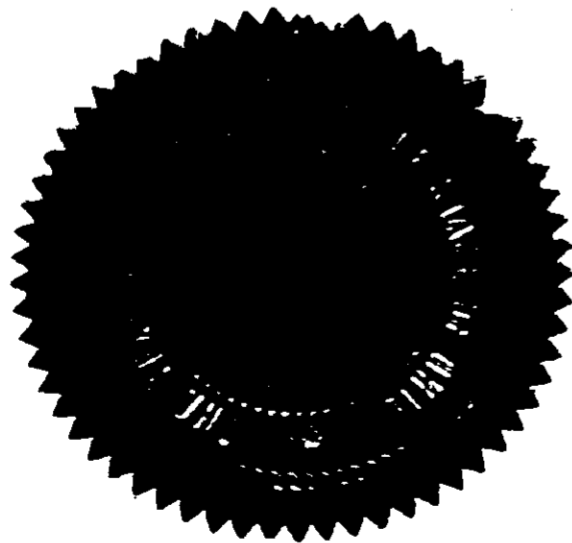
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I, Anthony J. Celebrezze, Jr.,

do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of MERGER filed January 6, 1982, merging CORK 'N CLEAVER, INC., Ohio corporation, Charter # 390992, principal location Cleveland, Cuyahoga County, incorporated November 19, 1969, with and into: CHE, INC., a Louisiana corporation, the surviving corporation of said Merger, with effective date of January 6, 1982; and License to do business in Ohio to surviving corporation, CHE, INC., Louisiana corporation, by said Merger, on January 6, 1982, recorded on Roll F018, Frame 1221 of the Records of Incorporation.

CHE, INC., a Louisiana corporation, qualified to do business in Ohio, with the assigned License # 587819, on January 6, 1982, is in GOOD STANDING on our records as of this date.

WITNESS my hand and official
seal at Columbus, Ohio, this
18TH day of FEBRUARY,
A. D. 1982.



Anthony J. Celebrezze, Jr.
Anthony J. Celebrezze, Jr.
Secretary of State

Recorded September 24, 1982 at 2:30 P/M

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