

surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as affectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of ANGELA MACHINERY CORP., the corporate party of the second part, shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ELEVENTH: ANGELA MACHINERY CORP., the corporate party of the second part, upon request at any time by the surviving corporation, or by its successors or assigns, will execute and deliver or cause to be executed and delivered all such deeds and other instruments, and will take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable, in order to vest in and confirm to the surviving corporation title to and possession of all the property, rights, privileges, powers and franchises of said ANGELA MACHINERY CORP. and otherwise to carry out the intent and purposes of this agreement, and the corporate existence of said ANGELA MACHINERY CORP. is continued to the extent necessary to comply with this provision, but for no other purpose.

IN WITNESS WHEREOF, the parties to this agreement have executed this agreement by the signatures of the directors of each corporate party thereto under the corporate seal of the respective corporations.

(CORPORATE SEAL)

Attest:

s/ Cyrus C. Hoffman
Secretary

CARLY CORP.

s/ M. M. Clairmont

s/ Angela Clairmont

s/ Cyrus C. Hoffman

Board of Directors

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