

[Conformed Copy]

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AGREEMENT OF MERGER, dated as of the 3rd day of February, 1969, pursuant to Section 251 of the General Corporation Law of the State of Delaware, by and between DECORATED METAL MANUFACTURING COMPANY, INC., a Delaware corporation (the "Corporation"), and BALDT CORPORATION, a Delaware corporation ("Baldt").

WHEREAS, the Corporation and Baldt desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State and recorded in the office of the Recorder of Deeds for the County of New Castle on May 21, 1965, as restated by its Restated Certificate of Incorporation filed in the office of said Secretary of State and recorded in the office of said Recorder of Deeds on October 9, 1968, has an authorized capital stock consisting of one (1) share of Common Stock of the par value of One thousand dollars (\$1,000), amounting in the aggregate to One thousand dollars (\$1,000), of which capital stock, one (1) share of such Common Stock is now issued and outstanding; and

WHEREAS, Baldt, by its Certificate of Incorporation filed in the office of said Secretary of State and recorded

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