

NOW, THEREFORE, the Corporation and Baldt, in consideration of the premises hereof and the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST: Pursuant to the provisions of Section 251 of the General Corporation Law of Delaware, the Corporation hereby merges Baldt into itself, and Baldt hereby merges itself into the Corporation, and the Corporation shall be the surviving corporation from and after the effectiveness of the merger, in accordance with the provisions of Sections 103, 251 and 259 through 262 of the General Corporation Law of Delaware.

SECOND: The Certificate of Incorporation of the Corporation, as heretofore amended and restated, is restated in its entirety and attached hereto as Exhibit A, and all the terms and provisions thereof are hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law, said Exhibit A, separate and apart from this Agreement, shall be, and may be separately certified as, the Certificate of Incorporation, as amended, of the Corporation.

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