

ARTICLE I
Plan of Merger

1. BRIDGEPORT ENGRAVERS SUPPLY COMPANY, INCORPORATED, VINCENT BRASS & ALUMINUM CO. and EMERY INDUSTRIES INC., shall be merged into NATIONAL DISTILLERS AND CHEMICAL CORPORATION, the surviving corporation.

2. The Articles of Incorporation and the By-Laws of the surviving corporation shall be the presently existing Articles of Incorporation and By-Laws of National.

3. All assets of BESCO, VINCENT AND EMERY are hereby transferred to National, the sole surviving corporation, which shall possess all the rights, privileges, powers, franchises and immunities, and which shall assume all the liabilities, restrictions and duties of BESCO, VINCENT AND EMERY.

4. All shares of stock of BESCO, VINCENT AND EMERY shall be cancelled and destroyed and the outstanding stock of National shall remain unchanged.

ARTICLE II
Approval

1. The Plan of Merger set forth above was approved at a meeting of the Board of Directors of National, duly called, convened and held on the 4th day of December, 1981.

2. The number of issued and outstanding shares of capital stock of each class of the subsidiary corporations, all of which were owned by National, are as follows: