

Section 1.6. Effective Time. The Merger shall become effective at the time of filing this Plan of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Section 251(c) of the Delaware General Corporation Law. The date and time when the Merger shall become effective is herein referred to as the "Effective Time".

ARTICLE II

Conversion of Shares

Section 2.1. Conversion of Solomon Common Stock Into SMC Common Stock. Each share of Solomon Common Stock outstanding immediately prior to the Effective Time (other than shares of Solomon Common Stock as to which appraisal rights are perfected under Section 262 of the Delaware General Corporation Law ("Dissenting Shares")) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into and become 0.4 (four-tenths) of a share of SMC Common Stock. In the event that subsequent to the date hereof and prior to the Effective Time, the outstanding shares of SMC Common Stock shall be changed into a different number of shares by reason of any reclassification, recapitalization, split up, combination, exchange of shares or readjustment, or if a stock divi-