



THESE ARTICLES OF MERGER, dated as of the 31st day of December, 1981, by and between NATIONAL DISTILLERS AND CHEMICAL CORPORATION, a corporation organized and existing under the laws of the Commonwealth of Virginia (hereinafter sometimes referred to as "National") and the following wholly-owned subsidiary corporations:

- (a) BRIDGEPORT ENGRAVERS SUPPLY COMPANY, INCORPORATED, a corporation organized and existing under the laws of the State of Connecticut (hereinafter referred to as "BESCO");
- (b) VINCENT BRASS & ALUMINUM CO., a corporation organized and existing under the laws of the State of Minnesota (hereinafter referred to as "VINCENT"); and
- (c) EMERY INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as "EMERY").

National owns all of the issued and outstanding shares of capital stock of the foregoing subsidiary corporations.

These Articles of Merger having been duly executed by the Vice President and Secretary of the surviving corporation, National, under the corporation seal and verified by oath and filed with the State Corporation Commission of Virginia as required by law and upon issuance by such Commission of a Certificate of Merger, then Besco, Vincent and Emery shall be merged into National in the manner permitted by the provisions of Section 13.1-76 of the Virginia Corporation Law, and in accordance with the laws of the states under which such foreign subsidiary corporations are organized, in accordance with the plan hereinafter set forth in Article 1.

(799) M 4.1-1-16.5

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