

Plan of Merger

RESOLVED, that GAMBLE-SKOGMO, INC. merge, and it hereby does merge into itself as the surviving corporation the following wholly-owned subsidiary corporation set forth immediately below (the "Disappearing Corporation") and assume all of its liabilities and obligations:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>State of Incorporation</u>
Leath and Company	6/19/28	Delaware

FURTHER RESOLVED, that the outstanding shares of the Disappearing Corporation be cancelled and no shares of GAMBLE-SKOGMO, INC. shall be issued in exchange therefor;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware;

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger (or such other document as may be required by a particular state) setting forth a copy of the resolutions and to merge the Disappearing Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the appropriate Secretaries of State, Recorder of Deeds and other state officials as may be required by law and to do all acts and things whatsoever, in any State, which may be necessary or proper to effect said merger; and

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