

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
NEW EDGCOMB CORP.  
INTO  
EDGCOMB ACQUISITION CORPORATION

(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

EDGCOMB ACQUISITION CORPORATION, a Delaware corpora-  
tion ("Acquisition"), does hereby certify:

FIRST: That Acquisition is incorporated pursuant to  
the General Corporation Law of the State of Delaware.

SECOND: That Acquisition owns all of the outstanding  
shares of each class of the capital stock of New Edgcomb Corp.,  
a Delaware corporation ("New Edgcomb").

THIRD: That Acquisition by the resolutions of the  
Board of Directors duly adopted on June 29, 1984 pursuant to  
unanimous written consent of all of the directors of such corpo-  
ration, determined to merge New Edgcomb with and into Acquisi-  
tion on the conditions set forth in such resolutions. A true  
copy of said resolutions is attached hereto as Exhibit A. Such  
resolutions have not been modified or rescinded and are in full  
force and effect on the date hereof.

IN WITNESS WHEREOF, Acquisition has caused its corpo-  
rate seal to be affixed and this certificate to be signed by  
Michael Scharf, its President, and William Loscocco, its Assis-  
tant Secretary, this 29<sup>th</sup> day of June, 1984.

EDGCOMB ACQUISITION CORPORATION

By *Michael Scharf*  
Michael Scharf  
President

ATTEST:

By *William Loscocco*  
William Loscocco  
Assistant Secretary

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