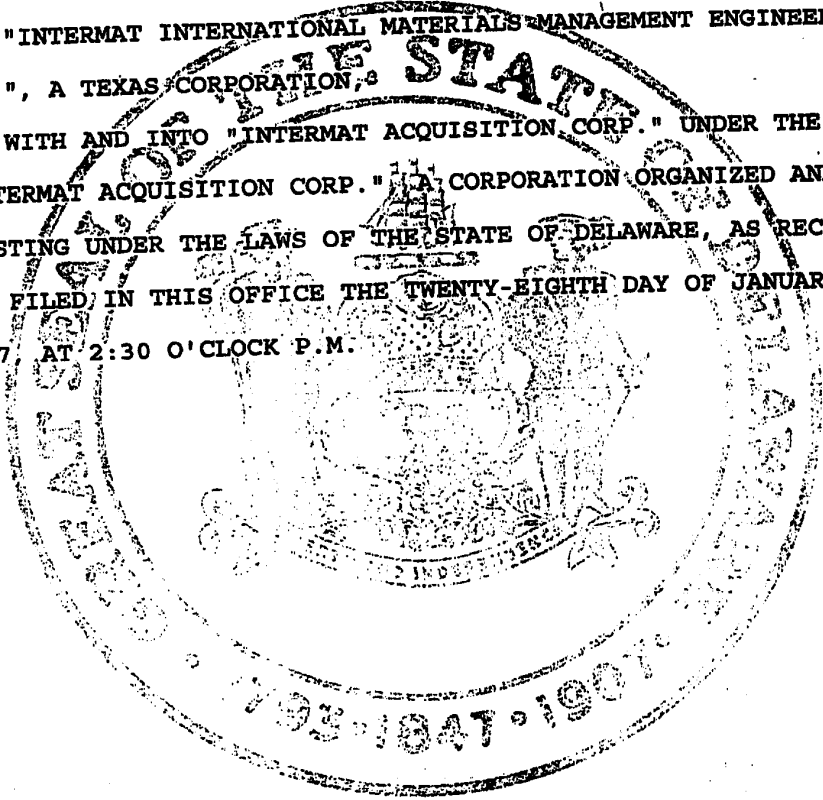


State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS, INC.", A TEXAS CORPORATION, WITH AND INTO "INTERMAT ACQUISITION CORP." UNDER THE NAME OF "INTERMAT ACQUISITION CORP." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1997, AT 2:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2709759 8100M
981160943

AUTHENTICATION: 9049755

DATE: 04-28-98
REEL: 1729 FRAME: 0156

CERTIFICATE OF MERGER

OF

INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS, INC. (A Texas Corporation)

WITH AND INTO

INTERMAT ACQUISITION CORP. (A Delaware Corporation)

* * * * *

INTERMAT ACQUISITION CORP. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify the following information relating to the merger (the "Merger") of INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS, INC., a Texas corporation ("INTERMAT"), with and into the Company, which shall be the surviving corporation:

FIRST: The name and state of incorporation of each of the constituent corporations of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
INTERMAT International Materials Management Engineers, Inc.	Texas
INTERMAT Acquisition Corp.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Company and INTERMAT in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and applicable Texas law.

THIRD: The name of the surviving corporation of the Merger is INTERMAT Acquisition Corp.

FOURTH: The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of the Company as in existence immediately prior to the Merger.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 165 Mason Street, Greenwich, Connecticut 06830.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of INTERMAT is 500,000 shares of common stock, no par value.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its Vice President and attested by its Assistant Secretary this 23rd day of January, 1997.

INTERMAT ACQUISITION CORP.

By: Catherine B. James
Name: Catherine B. James
Title: Vice President

ATTEST:

By: William L. Mahone
Name: William L. Mahone
Title: Assistant Secretary

-2-

RECORDED: 05/08/1998

TRADEMARK
REEL: 1729 FRAME: 0158