

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"COMPSERVICE INC.", A DELAWARE CORPORATION,
WITH AND INTO "COMPFINANCE INC." UNDER THE NAME OF
"COMPFINANCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2327510 8100M

960189196

AUTHENTICATION: 8006766

TRADEMARK
REEL: 1749 FRAME: 0040⁰⁶⁻²⁷⁻⁹⁶

CERTIFICATE OF OWNERSHIP AND MERGER
Merging
CompService Inc.
With and Into
CompFinance Inc.

CompFinance Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify that:

FIRST: The Company was incorporated on the 1st day of March, 1993, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the outstanding shares of common stock, par value \$.01 per share, of CompService Inc., a Delaware corporation ("CompService"), incorporated on the 1st day of March, 1993, pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Company, by resolution of its Board of Directors, duly adopted at a meeting held on the 24th day of June, 1996, a copy of which resolution is attached hereto as Exhibit A, determined to and did merge with and into itself CompService, which merger the officers of the Company have determined shall become effective as set forth below.

FOURTH: The merger contemplated by this Certificate of Ownership and Merger shall become effective as of 9:00 a.m. on June 29, 1996.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its President as of the 29th day of June, 1996.

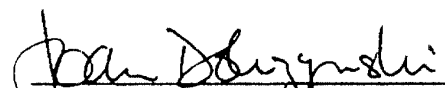

Joan Dobrzynski, President

EXHIBIT A

RESOLVED, that the appropriate officers of CompFinance Inc. are hereby authorized to approve, for and on behalf of CompFinance Inc., the merger of its wholly owned Delaware subsidiary, CompService Inc. ("CompService"), with and into CompFinance Inc., with CompFinance Inc. continuing as the surviving entity.

480880.05/D

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Edward J. Freel

Edward J. Freel, Secretary of State

2327510 8100M

960189196

AUTHENTICATION: 8006766

DATE: 06-27-96
TRADEMARK
REEL: 1749 FRAME: 0043

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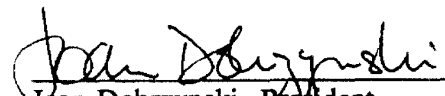

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