

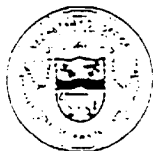


Office of the Secretary of State

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:

"L&P PROPERTY MANAGEMENT COMPANY", A ILLINOIS CORPORATION, WITH AND INTO "L&P/PMC-2, INC." UNDER THE NAME OF "L&P PROPERTY MANAGEMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

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CERTIFICATE OF MERGER

OF

L&P PROPERTY MANAGEMENT COMPANY

INTO

L&P/PMC-2, INC.

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The undersigned corporation, L&P/PMC-2, Inc.,

DOES HEREBY CERTIFY THAT:

FIRST: The constituent business corporations participating in the merger herein certified are L&P Property Management Company, which is incorporated under the laws of the State of Illinois, and L&P/PMC-2, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is L&P/PMC-2, Inc., which shall hereinwith be changed to L&P Property Management Company, a Delaware corporation.

FOURTH: The amendments or changes in the Certificate of Incorporation of L&P/PMC-2, Inc., a Delaware corporation, which is the surviving corporation, that are to effected by the merger are as follows:

Article 1 is hereby amended to read as follows:

"The name of the Corporation is L&P Property Management Company."

FIFTH: The executed Agreement and Plan of Merger is on file at the principle place of business of the surviving corporation, the address of which is 4095 Firestone Blvd., South Gate, CA, 90280.

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 any constituent corporation.

SEVENTH: The authorized capital stock of L&P Property Management Company, an Illinois corporation, which is the only constituent corporation which is not a corporation of Delaware consists of 3,000 shares of common stock, \$1.00 par value.

EIGHTH: This Certificate of Merger shall be effective on December 31, 1996.

Dated: December 23<sup>rd</sup>, 1996.

L&P/PMC-2, INC.

By   
Ernest C. Jett, Vice President

3-subidiaries/lppmc/certificate of merger