FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party Mark if additional names of conveying parties attached Execution Date				
Name Howden Buffalo Inc NPD Month Day Year 12 31 1999				
Formerly 75341755				
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH
MERGES:

"HOWDEN BUFFALO INC. - NPD", A DELAWARE CORPORATION,
WITH AND INTO "HOWDEN BUFFALO INC." UNDER THE NAME OF
"HOWDEN BUFFALO INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT
9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

ANYS OF THE STATE OF THE STATE

Edward I. Freel, Secretary of State

AUTHENTICATION: 0634550

DATE: 08-23-00

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RECORDED: 09/07/2000

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