

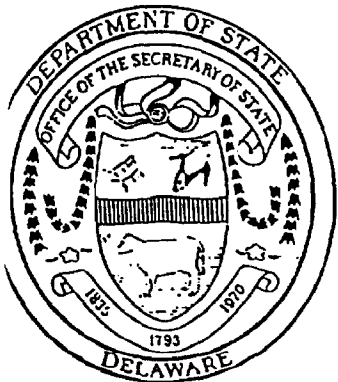


State
of
DELAWARE



Office of **SECRETARY OF STATE**

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on August 25, 1987



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Miller*

DATE: April 17, 1989

AGREEMENT OF MERGER
OF
ARROWHEAD ENTERPRISES INC.
INTO
THE GAMEWELL CORPORATION

FILED

AUG 25 1987

10:40m

H. J. Johnson
Secretary

PLAN AND AGREEMENT OF MERGER dated 26 of August 20, 1987,
by and between The Gamewell Corporation, a Delaware corporation,
("Gamewell"), and Arrowhead Enterprises Inc., a Delaware
corporation ("Arrowhead").

W I T N E S S E T H :

WHEREAS, Gamewell and Arrowhead are each wholly-owned
subsidiaries of Cerberus Holdings, Inc., a Delaware corporation
("Holdings"); and

WHEREAS, Gamewell has authorized capital of 1,000 shares
of Common Stock, \$1.00 par value, of which 500 shares are
issued and outstanding; and

WHEREAS, Arrowhead has authorized capital of 1,000 shares
of Common Stock, \$1.00 par value, all of which are issued
and outstanding; and

WHEREAS, the Boards of Directors of Gamewell and Arrowhead
deem it advisable to merge Arrowhead into Gamewell in accordance
with the terms and conditions hereof;

NOW, THEREFORE, in consideration of the premises and
the mutual covenants and agreements herein contained, the
parties hereto agree that Arrowhead shall be merged into
Gamewell which shall be the corporation surviving the merger,
and that the terms and conditions of the merger and the manner
of carrying it into effect shall be as follows:

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ARTICLE I

THE MERGER

Upon the adoption and approval of this Agreement by Holdings as the sole stockholder of both Gamewell and Arrowhead, such adoption and approval shall be certified by the Secretary or Assistant Secretary of each of Gamewell and Arrowhead and this Agreement shall thereafter be filed with the Secretary of State of the State of Delaware. The Merger shall become effective at the close of business on August 31, 1987 (the "Effective Date"). At the Effective Date, the separate existence of Arrowhead shall cease and Arrowhead shall be merged with and into Gamewell (Gamewell being sometimes referred to herein as the "Surviving Corporation").

ARTICLE II

CONVERSION OF SHARES

Every two shares of Arrowhead Common Stock issued and outstanding immediately prior to the Merger shall be changed and converted into one share of Gamewell Common Stock, which shall thereupon be issued, fully paid and nonassessable.

ARTICLE III

AMENDMENT OF GAMEWELL
CERTIFICATE OF INCORPORATION

3.1 Upon due filing of this Agreement with the Secretary of State of the State of Delaware, the Certificate of Incorporation of Gamewell shall be amended by deleting therefrom, in full Article I and by inserting in lieu thereof the following new Article I:

2152 0002

The name of the corporation is Cerberus Technologies, Inc.

3.2 Except as specifically amended hereby, from and after the Effective Date, and until thereafter further amended as provided by law, the Certificate of Incorporation of Gamewell as in effect immediately prior to the Merger, shall be and continue to be the Certificate of Incorporation of the Surviving Corporation. From and after the Effective Date, and until thereafter amended as provided by law, the by-laws of Gamewell shall be and continue to be the by-laws of the Surviving Corporation.

ARTICLE IV

STOCK CERTIFICATES

Following the Effective Date, Holdings shall surrender its certificate or certificates representing shares of Arrowhead Common Stock to Gamewell for cancellation and will receive in exchange therefor a certificate representing 500 shares of Common Stock of Gamewell. The stock transfer books for Arrowhead shall be deemed to be closed at the Effective Date and no transfer of outstanding shares of Arrowhead shall thereafter be made on such books.

IN WITNESS WHEREOF, Gamewell and Arrowhead, pursuant to approval and authorization duly given by resolutions adopted by their respective Boards of Directors, have each caused this Agreement of Merger to be executed by its President or one of its Vice Presidents and attested to by its Secretary or its Assistant Secretary.

THE GAMEWELL CORPORATION

Attest: Daniel N. Diehl
Its Secretary

By Joseph A. Pettkunas
Its President

ARROWHEAD ENTERPRISES INC.

Attest: Daniel N. Diehl
Its Secretary

By (Albert) Ferguson
Its President

The undersigned, the duly elected Secretary of The Gamewell Corporation (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for the adoption of the Agreement of Merger dated August 20, 1987 between the Corporation and Arrowhead Enterprises Inc. has been voted for the adoption of said agreement.

Dated: August 20, 1987

Daniel N. Diehl
Secretary
The Gamewell Corporation

The undersigned, the duly elected Secretary of Arrowhead Enterprises Inc. (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for adoption of the Agreement of Merger dated August 20, 1987 between the Corporation and The Gamewell Corporation has been voted for adoption of said agreement.

Dated: August 20, 1987

Daniel W. Dishop
Secretary
Arrowhead Enterprises Inc.

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