

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:45 PM 07/17/2000
001360212 - 3258062

CERTIFICATE OF MERGER
OF
MILCOR LIMITED PARTNERSHIP
AND
MILCOR, INC.

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) Milcor Limited Partnership, a limited partnership organized under the laws of the State of Delaware; and
 - (ii) Milcor, Inc. which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of subsection (e) of Section 263 of the General Corporation Law of the State of Delaware and subsection (c) of Section 17-211 of Delaware Revised Uniform Limited Partnership Act.
3. The name of the surviving corporation in the merger herein certified is Milcor, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Milcor, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at an office of the aforesaid surviving corporation, the address of which is as follows:


3556 Lakeshore Rd.
P.O. Box 2028
Buffalo, NY 14209

TRADEMARK

- 6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any partner or stockholder of each of the aforesaid constituent entities.
- 7. The merger shall be effective upon date of filing.

Dated: July 17, 2000

Milcor, Inc.

By: 
 Walter T. Erasmus,
 Executive Vice President