



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:

"CPS CORPORATION OF DELAWARE", A DELAWARE CORPORATION, WITH AND INTO "CPS MERGER SUB INC." UNDER THE NAME OF "CPS CORPORATION OF DELAWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 3:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3226647 8100M

AUTHENTICATION: 0557589

001355768

DATE: 07-13-00

TRADEMARK  
REEL: 002279 FRAME: 0462

**CERTIFICATE OF MERGER  
OF  
CPS CORPORATION OF DELAWARE  
a Delaware Corporation  
INTO  
CPS MERGER SUB INC.  
a Delaware corporation**

The undersigned corporation, pursuant to Section 251 of the Delaware General Corporation Law, for the purpose of merging CPS Corporation of Delaware, a Delaware corporation ("CPS"), into CPS Merger Sub Inc., a Delaware corporation (the "Surviving Corporation"), which is the surviving corporation in such merger, (together hereinafter the "Constituent Corporations") hereby certifies the following:

1. An Agreement and Plan of Merger by and among the Constituent Corporations and others has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the Delaware General Corporation Law. The Agreement and Plan of Merger was adopted by unanimous written consent of the holders of all of the outstanding stock of each of the Constituent Corporations entitled to vote, in accordance with provisions of Section 228 of the Delaware General Corporation Law.

2. The name of the Surviving Corporation is CPS Merger Sub Inc. and it shall be governed by the laws of the State of Delaware. The Certificate of Incorporation of the Surviving Corporation shall be amended as follows:

The first article of the Certificate of Incorporation shall be amended in its entirety to read as follows:

FIRST. The name of this corporation shall be:

**CPS Corporation of Delaware, Inc.**

3. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, 1715 Columbia Highway, Franklin, Tennessee 37064.

4. 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 either of the Constituent Corporations.

5. The effective date and time of the merger shall be upon filing of the Certificate of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed as of the 13<sup>th</sup> day of July, 2000.

CPS MERGER SUB INC.  
A Delaware corporation

By: 

Title: PRESIDENT

ERWIN WEISS