

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation, and the name of the corporation being merged into this surviving corporation is B&S Holding Corporation, a Delaware corporation.

SECOND: The Agreement of Merger between such corporations has been approved, adopted, certified, executed and acknowledged as required by each of the constituent corporations.

THIRD: The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

FIFTH: The merger is to become effective on October 28, 1999, or as soon thereafter as the Certificate of Merger is filed by the State of Delaware.

SIXTH: The Agreement of Merger is on file at 469 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the constituent corporations, as well as for enforcement of any obligation of the constituent corporations arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or any such proceeding and hereby designates the following address as that to which a copy of such process shall be mailed by the Secretary of State of Delaware: Holland Neway International, Inc., 469 Ottawa Avenue, Holland, MI 49422.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer, the 27th day of October, A.D., 1999.

HOLLAND NEWAY INTERNATIONAL, INC.

By: 
Authorized Officer

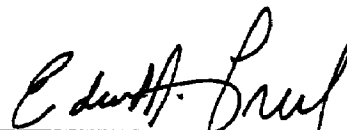
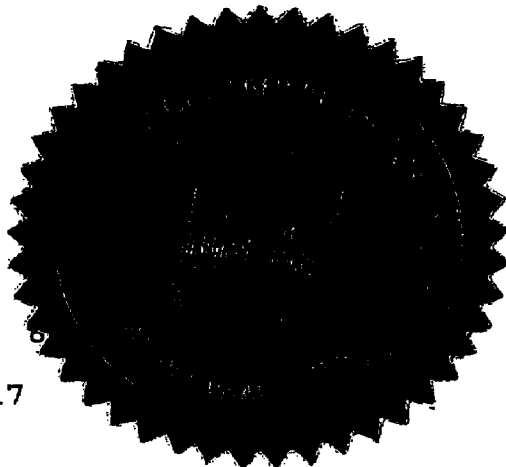
Name: Richard W. Muzzy
Title: Chairman

TRADEMARK

REEL: 002303 FRAME: 0332

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 CORRECTION OF "B&S HOLDING CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

08-01-00

TRADEMARK

REEL: 002303 FRAME: 0333

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

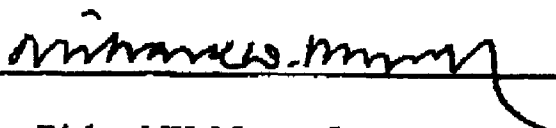
FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF
MERGER OF DOMESTIC AND FOREIGN CORPORATIONS
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON OCTOBER 28, 1999

Pursuant to Title 8, Section 103 of the Delaware General Corporation Law, B&S Holding Corporation, a corporation organized under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is B&S Holding Corporation.
2. That a Certificate of Merger of Domestic and Foreign Corporations was filed by the Secretary of State of Delaware on October 28, 1999, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows:
The address where the Agreement of Merger is on file is not accurate.
4. Article "Sixth" of the Certificate is corrected to read in its entirety as follows:
and Article "Eighth":
The Agreement of Merger is on file at 467 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

IN WITNESS WHEREOF, said Holland Newway International, Inc. has caused this Certificate to be signed by Richard W. Muzzy, Jr., an authorized officer, this 14th day of December, 1999.

By: 

Name: Richard W. Muzzy, Jr.

Title: Chairman

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 01/05/2000
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