



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:

"THE MEYERCORD CO.", A DELAWARE CORPORATION,  
WITH AND INTO "THE LOVESHAW CORPORATION" UNDER THE NAME OF "THE LOVESHAW CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 12:17 O'CLOCK P.M.

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

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



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Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0172462

DATE:

12-30-99.

**CERTIFICATE OF MERGER**

**OF**

**THE MEYERCORD CO.**

**INTO**

**THE LOVESHAW CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporation of the merger is as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
The Loveshaw Corporation	Delaware
The Meyercord Co.	Delaware

**SECOND:** That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is:  
The Loveshaw Corporation.

**FOURTH:** That the Certificate of Incorporation of The Loveshaw Corporation, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.


**FIFTH:** That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 3600 West Lake Avenue, Glenview, IL 60025.

**SIXTH:** That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective at the close of business December 31, 1999.

**Dated:** December 29, 1999

**THE LOVESHAW CORPORATION**

By:   
Allan C. Sutherland  
Vice President