

AGREEMENT OF MERGER

OF

SUNSUB B INC.
(a Delaware corporation)

WITH AND INTO

SUNSUB A INC.
(a Delaware corporation)

*SDI PARTNER I, L.P.
SDI OPERATING PARTNER, L.P.
TERMINATED BY OPERATION
OF LAW AS A RESULT OF
MERGER.*

AGREEMENT OF MERGER, dated as of December 31, 1998, between SunSub A Inc., a Delaware corporation ("SunSub A"), and SunSub B Inc., a Delaware corporation ("SunSub B"), with reference to the following RECITALS:

A. SunSub A is a Delaware corporation whose authorized and outstanding stock consists of 1,000 shares of Common Stock, par value \$.01 per share, of which 1,000 shares are outstanding and owned by SunSource Investment Company, Inc. ("SICI");

B. SunSub B is a Delaware corporation whose authorized and outstanding stock consists of 1,000 shares of Common Stock, par value \$.01 per share, all of which shares are outstanding and owned by SICI.

C. The Boards of Directors and stockholder of SunSub A and SunSub B have approved and adopted resolutions approving and adopting this Agreement of Merger in accordance with the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. SunSub A and SunSub B (such parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Entities") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement of Merger (the "Agreement").

2. Merger. At the Effective Time (as defined in Section 3 hereof), SunSub B shall be merged with and into SunSub A (which latter entity shall be, and is hereinafter sometimes referred to as, the "Surviving Entity").

3. Filing and Effective Time. A certificate of merger and such other documents and instruments as are required by, and complying in all respects with, the DGCL shall be filed in the

Office of the Secretary of State of Delaware. The Merger shall become effective, following the filing of all such documents and instruments, at 11:59 p.m. on December 31, 1998 (the "Effective Time").

4. Effect of Merger. At the Effective Time, the separate existence of SunSub B shall cease, the Surviving Entity shall continue to be a corporation organized and governed by the laws of the State of Delaware and the Merger shall have the effects provided therefor by the DGCL.

5. Capital Stock. At the Effective Time, each issued outstanding share of Common Stock of SunSub B immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of Common Stock of SunSub A.

6. Exchange of Certificates. Promptly after the Effective Time, SunSub A will mail to all former stockholders of record of SunSub B at the Effective Time a letter of transmittal containing instructions with respect to the surrender of certificates representing shares of Common Stock of SunSub B in exchange for certificates representing shares of Common Stock of SunSub A. Upon surrender to SunSub A of one or more certificates representing shares of Common Stock of SunSub B, together with a properly completed letter of transmittal, there will be issued and mailed to former stockholders of record of SunSub B a certificate or certificates representing the number of shares of Common Stock of SunSub A to which such stockholder is entitled. From and after the Effective Time, each certificate for shares of Common Stock of SunSub B will evidence only the right to receive shares of Common Stock of SunSub A. No distributions or dividends with respect to the shares of Common Stock of SunSub A payable to the holders of record thereof after the Effective Time will be paid to the holder of any unsurrendered certificates for shares of Common Stock of SunSub B until such certificates are surrendered for exchange, at which time accumulated distributions or dividends will be paid, without interest, subject to any applicable escheat laws.

7. Certificate of Incorporation. The certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation of SunSub A, except that Section 4 thereof shall be amended and restated in its entirety to read as follows:

Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand (2,000) shares of Common Stock, with a par value of \$.01 per share.

8. Bylaws. The bylaws of the Surviving Corporation shall be the Bylaws of SunSub A.

9. Further Assurances. SunSub B shall at any time, or from time to time, as and when requested by the Surviving Entity, or by its successors and assigns, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Entity, all such conveyances, assignments, transfers, deeds, or other instruments, and

shall take, or cause to be taken, such further or other action as the Surviving Entity, or its successors and assigns, may deem required or convenient in order to evidence the transfer, vesting or devolution of any property, right, privilege, immunity, power or purpose, or to vest or perfect in or confirm to the Surviving Entity, or its successors and assigns, title to and possession of all the properties, rights, privileges, immunities, powers and purposes of SunSub B and otherwise to carry out the intent and purposes hereof.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions approved and adopted by their respective Boards of Directors and stockholder, have duly executed this Agreement of Merger as of the day and year first written above.

SUNSUB A INC.

By Joseph M. Corvino
Name: Joseph M. Corvino
Title: Vice President

SUNSUB B INC.

By Joseph M. Corvino
Name: Joseph M. Corvino
Title: Vice President

CERTIFICATE OF MERGER

OF

SUNSUB B INC.
(a Delaware corporation)

INTO

SUNSUB A INC.
(a Delaware corporation)

Pursuant to Sections 103 and 251(c) of the General
Corporation Law of the State of Delaware

SunSub A Inc., a Delaware corporation, which desires to merge with SunSub B Inc., a Delaware corporation, pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SunSub A Inc.	Delaware
SunSub B Inc.	Delaware

SECOND: An Agreement of Merger, dated December 31, 1998, between the Constituent Corporations (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation shall be SunSub A Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of SunSub A Inc., except that Section 4 thereof shall be amended and restated in its entirety to read as follows:

Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand (2,000) shares of Common Stock, with a par value of \$.01 per share.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 3000 One Logan Square, Philadelphia PA 19103.

SIXTH: A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Merger shall become effective at 11:59 p.m. on December 31, 1998.

IN WITNESS WHEREOF, SunSub A Inc. has caused this Certificate of Merger to be signed by its Vice President as of this 31st day of December, 1998.

SUNSUB A INC.
a Delaware corporation

By: Joseph M. Corvino
Name: Joseph M. Corvino
Title: Vice President

Signature Page to Certificate of Merger