

State of Delaware
Office of the Secretary of State

PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:
"THE BEKINS COMPANY", A CALIFORNIA CORPORATION,
WITH AND INTO "BEKINS HOLDING COMPANY" UNDER THE NAME OF "BEKINS HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1994, AT 4 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8526068
06-24-97

DATE:

TRADEMARK
REEL: 002677 FRAME: 0714

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 03/30/1994
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PLAN OF MERGER

PLAN OF MERGER effective as of March 31, 1994, by and between BEKINS HOLDING COMPANY, a Delaware corporation (hereinafter referred to as the "Surviving Corporation"), and THE BEKINS COMPANY, a California corporation (hereinafter referred to as the "Merging Corporation") (jointly the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock consisting of 1,000,000 shares of Common Stock, \$.01 par value and 5,000 shares of Preferred Stock, \$.01 par value (the "Surviving Stock"), of which 117,648 shares of Common Stock and no shares of Preferred Stock are issued and outstanding; and

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of California, having an authorized capital stock consisting of 2,000,000 shares of Common Stock no par value, and 10,000 shares of Preferred Stock, no par value (the "Merged Stock"), of which 1,000,000 shares of Common stock and 5,000 shares of Preferred Stock are issued and outstanding; and

WHEREAS, the Board of Directors and Sole Shareholder of the Merging Corporation deems it advisable to merge with and into the Surviving Corporation and the Board of Directors of the Surviving Corporation deems it advisable that the Merging Corporation merge with and into the Surviving Corporation upon the terms, and subject

to the conditions hereinafter set forth, in accordance with the respective laws of the States of Delaware and California; and

WHEREAS, the terms and conditions of such merger (the "Merger"), the mode of carrying the same into effect, the assumption of liabilities of the Merging Corporation by the Surviving Corporation, the cancellation of the Merged Stock and such other facts, details or provisions as may be required or permitted to be stated in this Plan of Merger (the "Plan") are hereinbelow set forth;

NOW, THEREFORE, in consideration of the promises and the mutual agreement, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I.

THE MERGER

Section 1.1. Subject to and in accordance with the provisions of this Plan, Articles of Merger shall be executed by both the Surviving Corporation and the Merging Corporation and thereafter delivered to the respective Secretaries of State of the States of Delaware and California for filing, as provided in Delaware Statutes Section 103 and 252 and in California Statutes Section 1108. The Merger shall become effective as of March 31, 1994 (the "Effective Time"). At the Effective Time, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the Surviving Corporation.

Section 1.2. Prior to and after the Effective Time, the Surviving Corporation and the Merging Corporation, respectively,

shall take all such actions as may be necessary or appropriate in order to effectuate the Merger. The Surviving Corporation shall not issue shares of the Surviving Stock to the sole shareholder of the merging corporation. The Surviving Stock shall be unaffected by the Merger. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Plan and to vest the Surviving Corporation with full title to all properties and assets of the Constituent Corporations, the officers of each of the Constituent Corporations as of the Effective Time shall take all such further actions as deemed by them to be necessary or proper in the circumstances.

ARTICLE II.

Cancellation and Effect on Shares

At the effective time each share of the Merged Stock shall be completely canceled; however, shall be unaffected by the Merger.

ARTICLE III.

Rights and Liabilities of Surviving Corporation

At and after the Effective Time of the Merger, the Surviving Corporation shall succeed to and possess all of the property (real, personal, and mixed) rights, privileges, franchises, causes of action, and every other asset of the Merging Corporation shall vest in and be held and enjoyed by the Surviving Corporation as fully and entirely without change as if the same were held and enjoyed by the Merging Corporation and shall be managed and controlled by the Surviving Corporation, and the Surviving Corporation shall assume all of the debts, liabilities, duties, and obligations of the Merging Corporation, and any claim existing or action pending by or

against the Merging Corporation may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors (including secured creditors) nor liens upon the property of the Merging Corporation may be impaired by the Merger. The Surviving Corporation shall indemnify and hold harmless to the fullest extent allowed by the laws of Delaware and California, respectively, the Officers and Directors of each of the Constituent Corporations as parties to this Merger against all debts, liabilities, duties, and obligations, and against all claims and demands, arising out of or in connection with the Merger.

ARTICLE IV.

From and after the Effective Time, until thereafter amended as provided by law, the Articles or Certificate of Incorporation of the Surviving Corporation shall remain unchanged and unaffected by the Merger.

ARTICLE V.

Conditions of the Merger

Consummation of the Merger is subject to the satisfaction of the following conditions:

(a) Resolutions shall have been adopted by the Boards of the Constituent Corporations and the sole shareholder of the Merging Corporation finally approving this Plan and directing appropriate filings with the respective Secretaries of State of Delaware and California.

(c) Any other requisite Statutory or regulatory approvals shall have been obtained.

ARTICLE VI.

Effective Time of the Merger

Subject to the prior satisfaction of the conditions of the Merger set forth in Article V hereof, the Constituent Corporations shall do all such acts and things as shall be necessary or desirable to make the Effective Time effective on March 31, 1994.

ARTICLE VII.

Miscellaneous

This Plan may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

This Plan shall be governed by, and construed in accordance with, the laws of the State of Delaware.

BEKINS HOLDING COMPANY
(a Delaware corporation)

ATTEST: [Signature] Assistant Secretary
[Signature] Its Executive Vice President

THE BEKINS COMPANY
(a California corporation)

ATTEST: [Signature] Assistant Secretary
[Signature] Its Executive Vice President

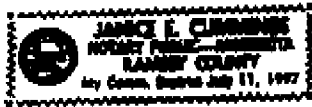
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

IN WITNESS WHEREOF, on this 30th day of March, 1994, personally came before me, a Notary Public in and for the County and State aforesaid, Roger R. Cloutier, II, Executive Vice President of Bekins Holding Company, a Delaware Corporation, and Executive Vice President of The Bekins Company, a California Corporation, and he respectively duly executed said Plan before me and acknowledged the said Plan to be the act and deed of each of said corporations.

IN WITNESS WHEREOF the said appearer has signed these presents and I have hereunto affixed my official hand and seal, on the day and date first hereinabove written.

(Notarial Seal)

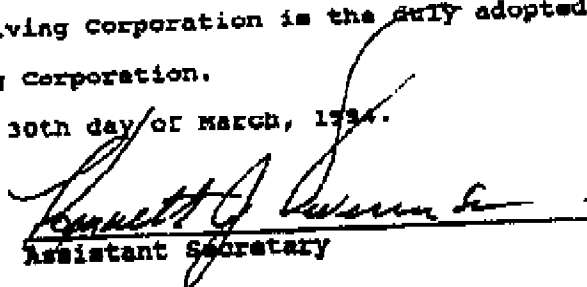
[Signature]
Notary Public, Hennepin County, MN
My commission expires:



ASSISTANT SECRETARY'S CERTIFICATE

I, Kenneth J. Severinson, Assistant Secretary of Bekins Holding Company, a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation"), heraby certify, as such Assistant Secretary, that the Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Surviving Corporation and having been signed on behalf of The Bekins Company, a corporation of the State of California (the "Merging Corporation") was duly adopted pursuant to Section 252 of the General Corporation Law of the State of Delaware upon the unanimous written consent of the Surviving Corporation's Board of Directors and Shareholders; and that no shares of the Merging Corporation were issued prior to the adoption by the Board of Directors and Shareholders of the Surviving Corporation of the resolution approving the Plan of Merger; and that the Plan of Merger adopted by action of the Board of Directors and Shareholders of the Surviving Corporation is the duly adopted Plan and act of the surviving Corporation.

WITNESS my hand on this 30th day of MARCH, 1934.


Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "BEKINS HOLDING COMPANY", CHANGING ITS NAME FROM "BEKINS HOLDING COMPANY" TO "THE BEKINS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2110726 8100
971206130

AUTHENTICATION: 8526067
06-24-97

DATE:

TRADEMARK
REEL: 002677 FRAME: 0722

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/27/1994
944117845 - 2110726

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

BEKINS HOLDING COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE:

Pursuant to Sections 245 and 242 of the Delaware General Corporation Law, the undersigned corporation adopts the following Amended and Restated Certificate of Incorporation:

FIRST

NAME

The name of the corporation is The Bekins Company (the "Corporation"), which was originally incorporated in the State of Delaware under the name of Bekins Holding Company on December 11, 1986.

SECOND

ADDRESS OF REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD

SHARES

A. The total number of shares of Common Stock which the Corporation shall have authority to issue is 25,000,000. All shares shall have a par value of \$.01 per share.

B. Each holder of shares of Common stock shall have one vote for each such share. The shareholders of the Corporation shall have no right to cumulate their votes in the election of directors or for any other purpose.

C. The shareholders of the Corporation shall be entitled to receive the net assets of the Corporation upon dissolution.

FOURTH**CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FIFTH**DIRECTORS**

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

C. The number of directors shall be the number specified in or fixed in accordance with the Bylaws. The board of directors shall have the power to fix or change the number of directors unless the shareholders, in amending or repealing the Bylaws, provide expressly that the board of directors shall not amend or repeal the Bylaw establishing the number of directors.

D. Directors may be removed by the shareholders without cause, as set forth in the Bylaws.

E. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the General Corporation Law of Delaware, this Amended and Restated Certificate of Incorporation, and by any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

F. Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

G. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of

any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this corporation.

SIXTH

NON-LIABILITY AND INDEMNIFICATION

A. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the director derived an improper personal benefit, or (iv) under Section 174 of the Delaware General Corporation Law (or any similar provision of any subsequent law enacted in Delaware). If the law of the Corporation's state of incorporation is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted.

B. Each individual who is or was a director of the Corporation (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred

in this Article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

C. The Corporation shall provide indemnification to the officers of the Corporation to the extent authorized by applicable law.

D. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation or Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors, or otherwise.

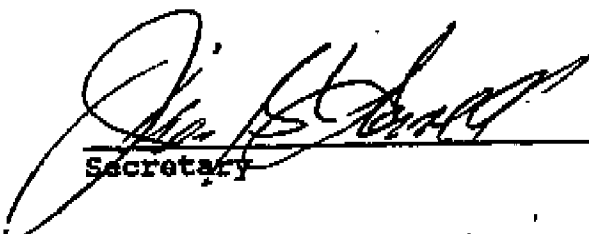
E. Any repeal or amendment of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

SEVENTH

NO PREEMPTIVE RIGHTS

No holder of any shares of the Common Stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of Common Stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

Executed By: 
Executive Vice President

ATTEST: 
Secretary