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**CERTIFICATE OF MERGER**  
**Merging**  
**Air-Dry Corporation of America,**  
**A California Corporation,**  
**into**  
**ADCA ACQUISITION CO.**  
**A Delaware Corporation,**  
**and wholly owned subsidiary of**  
**Air-Dry Corporation of America**

**FILED**

OCT 19 1989

*Handwritten signature*  
 \_\_\_\_\_  
 SECRETARY OF STATE

\_\_\_\_\_  
 Pursuant to Section 252 of the General  
 Corporation Law of the State of Delaware

ADCA Acquisition Co., a Delaware corporation and wholly-owned subsidiary of Air-Dry Corporation of America, a California corporation, desiring to merge into itself Air-Dry Corporation of America pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That ADCA Acquisition Co. is a corporation formed under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State on the 21st day of August, 1989.

SECOND: That Air-Dry Corporation of America is a corporation formed under the laws of the State of California, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 28th day of September, 1974.

THIRD: That an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by ADCA Acquisition Co. and Air-Dry Corporation of America in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

FOURTH: That ADCA Acquisition Co. is the Surviving Corporation in the merger and that its name is being changed in the merger to Air-Dry Corporation of America

FIFTH: That the Certificate of Incorporation of ADCA Acquisition Co. as in effect immediately prior to the effective time of the merger shall be the Certificated of Incorporation of the Surviving Corporation, provided that such Certificate of Incorporation shall be amended at the effective time to read in its entirety as set forth in Exhibit B, attached hereto.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, 30 South Wacker Drive, Chicago, Illinois 60606.

SEVENTH: That 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.

EIGHTH: That 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.

IN WITNESS WHEREOF, said ADCA Acquisition Co. has caused this Certificate to be executed by its officers thereunto duly authorized this 25th day of September, 1989.

Wayne M. Koprowski  
President, ADCA Acquisition Co.

ATTEST:

W. J. [Signature]  
Secretary, ADCA Acquisition Co.