

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been submitted to me at this office for filing Articles of Merger, merging

Finishmaster, Inc.

a Michigan Corporation, the Non-Survivor, with and into

Finishmaster, Inc.

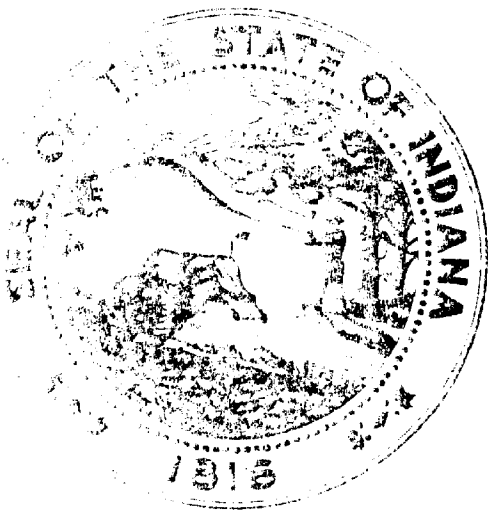
an Indiana Corporation, the Survivor.

Said Articles of Merger, having been prepared and signed in accordance with the Indiana Business Corporation Law.

WHEREAS, upon due examination I find that they conform to law:

NOW, THEREFORE, I, SUE ANNE GILROY, hereby certify that said Articles of Merger have this day been filed in this office. The effective date of the merger is December 20, 1996.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 20th day of December, 1996.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy