

**UNOFFICIAL COPY**

State of Delaware

00724459

Office of the Secretary of State

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7:00 - PAGE 18 10:31:08

Cook County Recorder

47.00



00724459

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:

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SN  
D

"WSI ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "WES'S SERVICE INCORPORATED" UNDER THE NAME OF "WES'S SERVICE INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 1997, AT 9:01 O'CLOCK A.M.

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

DI 7881237

JTB

**BOX 333-CTI**



*Edward J. Freel*

Edward J. Freel, Secretary of State

2735965 8100M

971254307

AUTHENTICATION:

8584209

DATE:

07-30-97

# UNOFFICIAL COPY

00724459

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 07/30/1997  
971254307 - 2735965

## CERTIFICATE OF MERGER

OF

WSI ACQUISITION CORP.

AND

WES'S SERVICE INCORPORATED

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) WSI Acquisition Corp., which is incorporated under the laws of the State of Delaware; and

(ii) Wes's Service Incorporated., which is incorporated under the laws of the State of Delaware (the "Company").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Wes's Service Incorporated, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

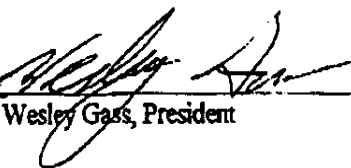
4. The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 8503 Hilltop Drive, Ooltewah, Tennessee 37363.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

Dated: July 25, 1997.

WES'S SERVICE INCORPORATED

By:   
Wesley Gass, President

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