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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

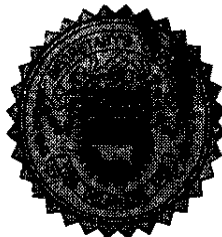
"A. FINKL & SONS CO.", A NEW JERSEY CORPORATION,
WITH AND INTO "THE SHEFFIELD CORPORATION" UNDER THE NAME OF "A. FINKL & SONS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1977, AT 10 O'CLOCK A.M.



Doc#: 0407218159
Eugene "Gene" Moore Fee: \$30.00
Cook County Recorder of Deeds
Date: 03/12/2004 04:28 PM Pg: 1 of 4



Lancy Johnson
Mc GUIREWOODS LLP
150 NORTH MICHIGAN AVE SUITE 2500
CHICAGO IL. 60601



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2978433

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DATE: 03-09-04

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE SHEFFIELD CORPORATION (DEL.DOM.)

MERGING

A. FINKL & SONS CO. (NJ.DOM.)

UNDER NAME OF

A. FINKL & SONS CO. (DEL.DOM.)

8277-93

FILED

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10 Am

Merrill C. Kaufman
SECRETARY OF STATE

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

A. FINKL & SONS CO.

INTO

THE SHEFFIELD CORPORATION

The Sheffield Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 11th day of December, 1974, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of A. Finkl & Sons Co., a corporation incorporated on the 28th day of April, 1969, pursuant to the New Jersey Business Corporation Act.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted December 13, 1977, by a unanimous written consent of its members filed with the minutes of the Board, determined to and did merge into itself said A. Finkl & Sons Co.:

RESOLVED, that The Sheffield Corporation merge and it hereby does merge into itself said A. Finkl & Sons Co., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective at the close of business (5:00 p.m. Chicago, Illinois time) December 31, 1977.

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FURTHER RESOLVED, that the proper officers of this Corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said A. Finkl & Sons Co. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FURTHER RESOLVED, that this Corporation change its corporate name by changing Article First of the Certificate of Incorporation of this Corporation to read as follows:
 FIRST: The name of the Corporation (which is hereinafter referred to as the "Corporation") is A. Finkl & Sons Co.

IN WITNESS WHEREOF, The Sheffield Corporation has caused this certificate to be signed by C. W. Finkl, its President, and attested by E. E. Byrne, its Secretary, this 13th day of December, 1977.

THE SHEFFIELD CORPORATION

By Charles W. Finkl
 President

ATTEST:

By

