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State of DELAWARE

Office of SECRETARY OF STATE

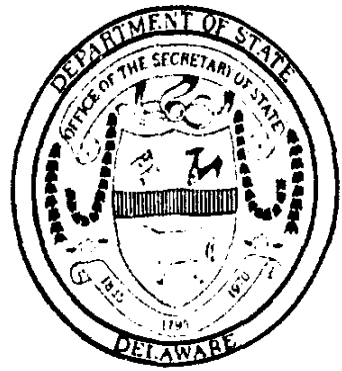
I, Michael Harkins, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Ownership filed in this office on January 23, 1986

TTI 196467 570

MAY 19 1986

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Michael Harkins
Michael Harkins, Secretary of State

BY: *H. James*

DATE: May 15, 1986

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12:30 PM
FILED

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PUREX CORPORATION

AND

ELLIO'S PIZZA, INC.

INTO

THE DIAL CORPORATION

UN 23

Handwritten signature

THE DIAL CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY

FIRST: That this corporation was incorporated on the 14th day of April, 1972, 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 Purex Corporation, a corporation incorporated on the 18th day of June, 1982, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation owns all of the outstanding shares of the stock of Ellio's Pizza, Inc., a corporation incorporated on the 18th day of June, 1982, pursuant to the General Corporation Law of the State of Delaware.

FOURTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 17th day of January, 1986, determined to and did merge into itself said Purex Corporation and Ellio's Pizza, Inc.

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RESOLVED, that The Dial Corporation merge and it hereby does merge into itself Purex Corporation and Ellio's Pizza, Inc., and assume and it hereby does assume all their liabilities and obligations; and

FURTHER RESOLVED, that the merger of Purex Corporation and Ellio's Pizza, Inc. with and into The Dial Corporation shall be effective at the close of business on January 25, 1986; and

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 the resolutions to merge said Purex Corporation and Ellio's Pizza, Inc. and to assume their 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 to be 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.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the merger of Purex Corporation and Ellio's Pizza, Inc. with and into The Dial Corporation may be terminated and abandoned by the Board of Directors of The Dial Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, The Dial Corporation has caused this Certificate of Ownership and Merger to be signed by Edward J. Walsh, its President and Chief Executive Officer, and attested by

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Frederick G. Emerson, its Secretary, this 17th day of January, 1986.

THE DIAL CORPORATION

By Edward J. Walsh
Edward J. Walsh, President and
Chief Executive Officer

ATTEST:

Frederick G. Emerson
Frederick G. Emerson, Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

BE IT REMEMBERED, that on the 17th day of January, 1986, personally appeared before me, a Notary Public for the State of Arizona, County of Maricopa, Edward J. Walsh, President and Chief Executive Officer, and Frederick G. Emerson, Secretary, of THE DIAL CORPORATION, a corporation of the State of Delaware, known to me personally to be such, and they acknowledged the foregoing Certificate of Ownership and Merger to be their act and deed, and the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

John J. Burke
Notary Public

My Commission Expires Oct. 23, 1986

Notary Expiration Date

(NOTARIAL SEAL)

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