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File Number 51924630 7

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Whereas, ARTICLES OF MERGER OF
WABAN INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 23rd *day of* MAY *AD. 19*89*, and of the Independence of the United States the two hundred and* 13th.



Jim Edgar
SECRETARY OF STATE

5/23/89
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ARTICLES OF MERGER

of

MORMAX CORPORATION

and

WABAN INC.

UNDER SECTIONS 11.25 and 11.35
OF THE BUSINESS CORPORATION ACT OF 1983
OF THE STATE OF ILLINOIS

Pursuant to Sections 11.25 and 11.35 of the Business Corporation Act of 1983 of the State of Illinois, Waban Inc., a Delaware corporation ("Waban"), and Mormax Corporation, an Illinois corporation ("Mormax"), hereby certify to the following information relating to the merger of Mormax with and into Waban (the "Merger").

1. The names and states of incorporation of Mormax and Waban, which are the constituent corporations in the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State</u>
Waban INC.	Delaware
Mormax Corporation	Illinois

2. The Agreement of Merger, dated as of April 6, 1989, between Mormax and Waban (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been adopted and approved by the Board of Directors of each of the Constituent Corporations in the form attached hereto as Annex in accordance with the provisions of Section 11.05 of the Business Corporation Act of 1983 of the State of Illinois (the "Illinois Statute").

3. The Merger Agreement was adopted by the sole shareholder of each of Waban and Mormax in accordance with the provisions of Section 11.25 of the Business Corporation Act of 1983 of the State of Illinois. Thus, there are no dissenting stockholders with respect to the Merger.

4. The name of the surviving corporation is "Waban Inc." (the "Surviving Corporation").

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5. The Surviving Corporation hereby agrees to be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of Mormax and in any proceeding for the enforcement of the rights of any dissenting shareholder of Mormax against Waban.

6. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Illinois as its agent to accept service of process in any proceeding described in paragraph 8 herein.

7. The Surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of Mormax the amount, if any, to which they shall be entitled under the Illinois Statute with respect to the rights of dissenting shareholders.

8. The Merger shall become effective on May 26, 1989.

IN WITNESS WHEREOF, this Articles of Merger has been executed as of this 19th day of May, 1989.

WABAN INC.

Attest:

By Arthur F. Loewy
Arthur F. Loewy
Secretary

By John F. Levy
John F. Levy
President

MORMAX CORPORATION

Attest:

By Charles Whittle
Charles Whittle
Secretary

By John F. Levy
John F. Levy
President

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AGREEMENT OF MERGER

This AGREEMENT OF MERGER (the "Agreement"), dated as of April 6, 1989, is being entered into by and between Mormax Corporation, an Illinois corporation ("Mormax"), and Waban Inc., a Delaware corporation ("Waban").

WHEREAS, Mormax and Waban are wholly owned subsidiaries of Zayre Corp., a Delaware corporation ("Zayre");

WHEREAS, each of Mormax and Waban desires that Mormax be merged with and into Waban;

NOW, THEREFORE, each of Mormax and Waban hereby agrees as follows:

1. The Merger. (a) Subject to the terms and conditions of this Agreement, at the Effective Time (as such term is hereinafter defined), Mormax shall be merged with and into Waban (the "Merger") and the separate corporate existence of Mormax shall cease and Waban shall continue as the surviving corporation under the laws of the State of Delaware (the "Surviving Corporation").

(b) The Merger shall be effected in accordance with the Business Corporation Act of 1983 of the State of Illinois (the "Illinois Statute").

(c) A Certificate of Merger and Articles of Merger and together with the Delaware Certificate, the "Merger Certificates") shall be duly executed by each of Mormax and Waban and shall be filed with the appropriate state offices in Delaware and Illinois, as the case may be.

(d) The Merger shall become effective on May 26, 1989 (the "Effective Time").

(e) Prior to the Effective Time, this Agreement may be terminated or abandoned at any time (except as otherwise provided by law) by the mutual agreement of the Board of Directors of each of Mormax and Waban.

2. Certificate of Incorporation; By-Laws. (a) The Restated Certificate of Incorporation of Waban, as in effect immediately prior to the Effective Time, shall be the

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Restated Certificate of Incorporation of the Surviving Corporation. From and after the Effective Time, said Restated Certificate of Incorporation, as the same may thereafter be amended from time to time as provided by law, separate and apart from this Agreement, shall be, and may be separately certified as, the Restated Certificate of Incorporation of the Surviving Corporation.

(b) The By-Laws of Waban, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation.

3. Directors and Officers. The directors and officers of the Surviving Corporation, each of whom shall hold office in accordance with the By-laws of the Surviving Corporation, shall be the respective directors and officers of Waban immediately prior to the Effective Time.

4. Conversion of Mormax Common Stock. At the Effective Time, each share of the common stock of Mormax, no par, outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. The outstanding capital stock of Waban shall not be altered or in any way affected by virtue of the Merger.

5. Consent to Suit. (a) Waban consents to be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of Mormax, as well as for the enforcement of the rights of any dissenting shareholder of Mormax against Waban.

(b) Waban hereby irrevocably appoints the Secretary of State of the State of Illinois as its agent to accept service of process in any action for the enforcement of any such obligation described in paragraph 5(a) herein.

(c) Waban hereby agrees that it will promptly pay to the dissenting shareholders of Mormax the amount, if any, to which they shall be entitled under the provisions of the Illinois Statute with respect to the rights of dissenting shareholders.

6. Integration. This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated herein.

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FILED

MAY 2 21989

JIM EDGAR

Secretary of State

RECORDING DESK
BOX 170

Property of Cook County Clerk's Office

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COOK COUNTY RECORDER

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