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AUTHENTICATION:

Michael Harkins, Secretary of State

Michael Harkins



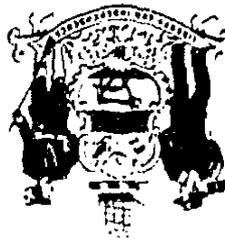
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I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "B & N REALTY CORP." MERGING WITH AND INTO "ZIMMERMAN FORD, INC." UNDER THE NAME OF "ZIMMERMAN FORD, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 1991, AT 4 O'CLOCK P.M.

Office of Secretary of State

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State of Delaware

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1-31-91

CERTIFICATE OF MERGER
OF
B & N REALTY CORP.
INTO
ZIMMERMAN FORD, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

B & N REALTY CORP.	Delaware
ZIMMERMAN FORD, INC.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is ZIMMERMAN FORD, INC.

FOURTH: That the Certificate of Incorporation, as amended, of ZIMMERMAN FORD, INC., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving

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corporation, the address of which is 2525 East Main Street,
St. Charles, Illinois.

SIXTH: That a copy of the Agreement of Merger will
be furnished by the surviving corporation, on request and
without cost, to any stockholder of any constituent
corporation.

SEVENTH: That this Certificate Merger shall be
effective on January 31, 1991.

Dated: January 31, 1991

ZIMMERMAN FORD, INC.

By Michael Zimmerman
Michael Zimmerman
President

ATTEST:

By Lois Zimmerman
Lois Zimmerman, Secretary

DEPT-01 RECORDING N \$14.29
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46987 # D *--91-313265
COOK COUNTY RECORDER

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Mail to:

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33 NORTH DEARBORN STREET
CHICAGO, ILLINOIS 60602

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