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File Number 5811-686-6

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DEPT-61 RECORDING

\$39.00

TR#555 TRAM 1747 91/11/95 13:14:00

#9283 # JJ \* 75-024090

COOK COUNTY RECORDER

## State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
CENTURY CORPORATION

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.

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Now Therefore, I, George H. Ryan, 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 29TH day of DECEMBER A.D. 19 94 and of the Independence of the United States the two hundred and 19TH.



*George H. Ryan*

Secretary of State

Box 226

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Form **BCA-11.25**  
(Rev. Jan. 1991)

## ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5811-686-6

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961


# FILED

SUBMIT IN DUPLICATE

**DO NOT SEND CASH!**  
Remit payment in check or money order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

DEC 29 1994

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by Secretary of State  
Date 12/29/94  
Filing Fee \$ 150.<sup>00</sup>  
Approved: 

1. Names of the corporations proposing to <sup>merge</sup> ~~consolidate~~ ~~exchange~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
CENTURY HOLDINGS, INC.	ILLINOIS
CENTURY CORPORATION	DELAWARE
CENTURY MERGER CORP.	ILLINOIS

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange

3. (a) Name of the <sup>surviving</sup> ~~new~~ corporation: CENTURY CORPORATION  
~~corporation~~ DELAWARE  
(b) it shall be governed by the laws of: \_\_\_\_\_

4. Plan of <sup>merger</sup> ~~consolidation~~ ~~exchange~~ is as follows: SEE EXHIBIT A ATTACHED HERETO

If not sufficient space to cover this point, add one or more sheets of this size

**EXPEDITED**  
DEC 29 1994  
SECRETARY OF STATE

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5. Plan of ~~XXXXXX~~ merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10, § 11.220.	By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 & § 11.20.
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------

Name of Corporation	(§ 11.20)	(§ 7.10, § 11.220)	(§ 7.10 & § 11.20)
<u>Century Holdings, Inc.</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Century Merger Corp.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Century Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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PROPERTY OF APRIL 1994

## EXHIBIT A AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 28th day of December, 1994 between CENTURY HOLDINGS, INC., an Illinois corporation ("Century Holdings"), CENTURY MERGER CORP., an Illinois corporation ("Century Merger"), and CENTURY CORPORATION, a Delaware corporation ("Century Corporation").

WHEREAS, as of the date hereof, the authorized capital stock of Century Holdings consists of 200,000 shares of common stock, no par value ("Century Holdings Common Stock"), of which 193,669 shares are issued and outstanding and 200,000 shares of preferred stock, no par value ("Century Holdings Preferred Stock"), of which 111,100 shares are issued and outstanding; and

WHEREAS, as of the date hereof, the authorized capital stock of Century Merger consists of 200 shares of common stock, no par value ("Century Merger Common Stock"), of which 200 shares are issued and outstanding; and

WHEREAS, as of the date hereof, the authorized capital stock of Century Corporation consists of 3,000 shares of common stock, no par value ("Century Corporation Common Stock"), of which 3,000 shares are issued and outstanding and 2,000 shares of preferred stock, \$0.10 par value ("Century Corporation Preferred Stock"), of which 2,000 shares are issued and outstanding; and

WHEREAS, the Board of Directors of Century Holdings, Century Merger and Century Corporation deem it desirable and in the best interest of their respective corporations and shareholders that Century Holdings and Century Merger merge into Century Corporation (the "Merger") in accordance with the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Merger. Pursuant to the applicable provisions of the Illinois Business Corporation Act and Delaware General Corporation Law, Century Holdings and Century Merger hereby merge with and into Century Corporation and the separate corporate existence of each of Century Holdings and Century Merger hereby cease. Century Corporation shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware and the separate corporate existence of Century Corporation, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected by the Merger.

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## 2. Effective Date.

This Agreement shall become effective immediately upon compliance with the laws of this state (the "Effective Date"). Prior to such Effective Date, this Agreement will have been approved and adopted by the shareholders of Century Holdings, Century Merger and Century Corporation. ✓

## 3. Manner and Basis of Conversion of Century Merger Shares and Cancellation of Century Holdings and Century Corporation Shares.

(i) The number of shares which each of the parties hereto has authority to issue and which are issued and outstanding as of the date hereof are as follows:

### Century Holdings

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>	<u>Number of Shares Outstanding</u>
Common	200,000 /	NPV	103,669 /
Preferred	200,000 /	NPV	111,100 /

### Century Corporation

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>	<u>Number of Shares Outstanding</u>
Common	3,000 /	NPV	3,000 /
Preferred	2,000 /	\$0.10	2,000 /

### Century Merger

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>	<u>Number of Shares Outstanding</u>
Common	200 /	NPV	200 /

(ii) The manner and basis of converting or cancelling shares of Century Merger, Century Holdings and Century Corporation respectively, shall be as follows:

(a) Each share of Century Merger Common Stock that is issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the

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part of the holder thereof, be converted into one (1) share of common stock, no par value, of the Surviving Corporation;

(b) The shareholders of Century Holdings Common Stock shall be paid \$2.00 per share for each share Century Holdings Common Stock that is issued and outstanding immediately prior to the Effective Date of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, such Century Holdings Common Stock shall be retired and no shares of stock or other securities of any of the parties hereto shall be issued in respect thereto;

(c) All of the issued and outstanding shares of Century Holdings Preferred Stock are owned by one individual and such shareholder shall be paid \$1.00 in the aggregate for all such issued and outstanding shares of Century Holdings Preferred Stock and by virtue of the Merger and without any action on the part of the holder thereof, such Century Holdings Preferred Stock shall be retired, and no shares of stock or other securities of any of the parties hereto shall be issued in respect thereto;

(d) Century Corporation is a wholly owned subsidiary of Century Holdings and each share of Century Corporation Common Stock and each share of Century Corporation Preferred Stock that is issued and outstanding shall be retired, and no shares of stock or other securities of any of the parties hereto shall be issued in respect thereto.

#### 4. Certificate of Incorporation, By-laws, Directors and Officers of the Surviving Corporation.

The Certificate of Incorporation of Century Corporation shall be the Certificate of Incorporation of the Surviving Corporation. The amendments or changes in the Certificate of Incorporation of Century Corporation that are to be effected by the Merger are as follows:

The Fourth Article of the Certificate of Incorporation of Century Corporation, a Delaware corporation, is amended in its entirety to read as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Three Thousand (3,000) shares of common stock, no par value.

The designations, preferences, privileges and voting powers or restrictions or qualifications thereof, of the said classes of stock are as follows: None"

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The By-Laws of Century Corporation as in effect immediately prior to the Effective Date of the Merger shall be and remain the By-Laws of the Surviving Corporation, until thereafter amended in accordance with applicable law. All individuals who immediately prior to the Effective Date of the Merger were directors and officers of Century Corporation shall remain directors and officers of the Surviving Corporation.

## 5. Effect of Merger.

At the Effective Date of the Merger:

(a) The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, whether of a public or private nature, of all of the parties hereto, and all property, real, personal and mixed, and all debts due on whatever account, including subscription to shares, and all other choses in action and all and every other interest, of or belonging to or due to any of the parties hereto, shall be taken and deemed to be transferred to and vested in Century Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the parties hereto shall not revert or in any way be impaired by reason of the Merger;

(b) The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of the parties hereto; and any claim existing or action or proceeding pending by or against any party hereto may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the properties of any of the parties hereto shall be impaired by the Merger.

## 6. Termination.

Notwithstanding the approval of the shareholders of any of the parties hereto, at any time prior to the filing hereof, this Agreement and the Merger may be terminated by a written agreement signed by the Board of Directors of all of the parties hereto, prepared and executed in the manner provided in Section 7 hereof. In the event of such termination and abandonment, this Agreement shall become void and of no effect, without any liability on the part of any of the parties hereto or their respective directors, officers or shareholders.

## 7. Modifications, Amendments and Waiver.

At any time prior to the filing hereof, the parties hereto by their respective Board of Directors, may by written agreement amend, waive, modify or extend the time for performance of any obligation or other acts required to be performed by this Agreement (other than any change made subsequent to the vote on the Merger by the shareholders in the nature or amount of consideration to be

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received in the Merger by the shareholders of Century Holdings, Century Merger and Century Corporation).

8. Service of Process on Surviving Company. It is agreed that, upon and after the issuance of a certificate of merger by the Illinois Secretary of State:

a. The Surviving Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation on any corporation organized under the laws of the State of Illinois which is a party to the Merger and in any proceeding for the enforcement of rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the Surviving Corporation.

b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding, and

c. The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the Merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized officers of each of the parties hereto as of the day and year first above written.

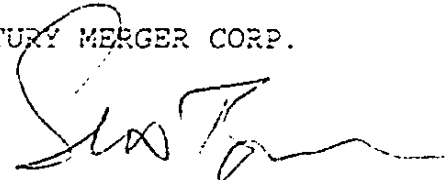
CENTURY HOLDINGS, INC.

By:   
Scott Braverman,  
President

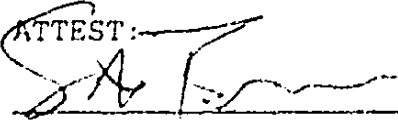
ATTEST:

  
Beverly Rasof, Secretary


CENTURY MERGER CORP.

By:   
Scott Braverman,  
President


ATTEST:

  
Scott Braverman, Secretary

CENTURY CORPORATION

By:   
Scott Braverman,  
President

ATTEST:

  
Beverly Rasof, Secretary

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(Complete this form if reporting a merger under § 11.30 (a)(1) owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19\_\_\_\_.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 28, 1994

attested by Beverly Rasof  
(Signature of Secretary or Assistant Secretary)

Beverly Rasof, Secretary  
(Type or Print Name and Title)

Century Holdings, Inc.

(Exact Name of Corporation)  
by Scott Braverman  
(Signature of President or Vice President)

Scott Braverman, President  
(Type or Print Name and Title)

Dated December 28, 1994

attested by Beverly Rasof  
(Signature of Secretary or Assistant Secretary)

Beverly Rasof, Secretary  
(Type or Print Name and Title)

Century Corporation

(Exact Name of Corporation)  
by Scott Braverman  
(Signature of President or Vice President)

Scott Braverman, President  
(Type or Print Name and Title)

Dated December 28, 1994

attested by Scott Braverman  
(Signature of Secretary or Assistant Secretary)

Scott Braverman, Secretary  
(Type or Print Name and Title)

Century Merger Corp.

(Exact Name of Corporation)  
by Scott Braverman  
(Signature of President or Vice President)

Scott Braverman, President  
(Type or Print Name and Title)

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