

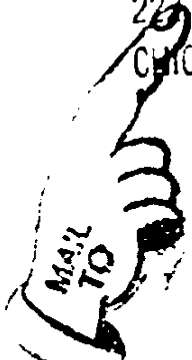
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File Number 3215-946-C

AFTER RECORDING RETURN TO:

VIVIAN SHORT *CR13*
GOULD & RATNER
222 N. LaSALLE, SUITE 800
CHICAGO, IL 60601

97065776



State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF
SINGER SAFETY COMPANY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS 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, 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 26TH day of DECEMBER A.D. 19 96 and of the Independence of the United States the two hundred and 21ST



George H. Ryan *2950*

Secretary of State

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Form **BCA-11.25**

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 3215-440-0

(Rev. Jan. 1995)

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

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 12/20/96

Filing Fee \$ 100.00

Approved: 

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 corpo-
rations, \$50 for each additional cor-
poration.

DEC 25 1996

GEORGE H. RYAN
SECRETARY OF STATE

1. Names of the corporations proposing to ~~XXXXXX~~ ^{merge} ~~XXXXXX~~ and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
UNI-GLIDE CORP.	ILLINOIS	5592-799-7
SINGER SAFETY COMPANY	ILLINOIS	

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

3. (a) Name of the ~~XXXXXX~~ ^{surviving} ~~XXXXXX~~ corporation: SINGER SAFETY COMPANY
(b) it shall be governed by the laws of: ILLINOIS

4. Plan of ~~XXXXXX~~ ^{merger} ~~XXXXXX~~ is as follows:
~~XXXXXX~~

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

SEE ATTACHED

EXPEDITED

DEC 21 1996

SECRETARY OF STATE

170000770

5. Plan of consolidation, merger or exchange, 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:

N/A

(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.

(§ 11.20)

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

	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input 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)* N/A

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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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
<u>UNI-GLIDE CORP</u>	<u>1,000</u>	<u>1,000</u>
<u>SINGER SAFETY COMPANY</u>	<u>20,000</u>	<u>20,000</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

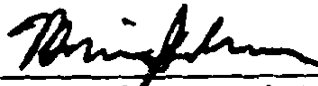
b. (Not applicable to 100% owned subsidiaries) N/A
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

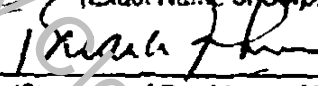
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(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 corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

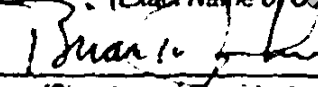
Dated DECEMBER 23, 19 96

attested by 
 (Signature of Secretary or Assistant Secretary)
Brian H. Johnson, Asst. Secretary
 (Type or Print Name and Title)

UNI-GLIDE CORP
 (Exact Name of Corporation)
 by 
 (Signature of President or Vice President)
Brian H. Johnson, President
 (Type or Print Name and Title)

Dated DECEMBER 23, 19 96

attested by 
 (Signature of Secretary or Assistant Secretary)
Brian H. Johnson, Asst. Secretary
 (Type or Print Name and Title)

SINGER SAFETY COMPANY
 (Exact Name of Corporation)
 by 
 (Signature of President or Vice President)
Brian H. Johnson, President
 (Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

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PLAN OF MERGER

1. Participants. Uni-Glide is an Illinois corporation ("Uni-Glide"). 100% of the issued and outstanding shares of common stock of Uni-Glide is owned by Rensel-Chicago, Inc., an Illinois corporation ("Rensel").

Singer Safety Company is an Illinois corporation ("Singer"). 100% of the issued and outstanding shares of common stock of Singer is owned by Rensel.

2. Merger. As of the Effective Date (as defined herein), Uni-Glide will merge (the "Merger") into Singer and Singer will be the surviving corporation. At the Effective Time, the separate corporate existence of Uni-Glide shall cease and Singer shall become the owner, without transfer, of all assets, rights and property of Uni-Glide, and Singer shall become subject to, and responsible for, all the debts and liabilities of Uni-Glide in accordance with Illinois law. The separate corporate existence of Singer as the surviving corporation, with all of its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. The corporate name, directors and officers, Articles of Incorporation, By-Laws and other instruments of Singer in effect immediately prior to the Effective Date shall continue to be the same for Singer as in effect immediately prior to the Effective Date, without any change, alteration or amendment. All of the issued and outstanding shares of Uni-Glide will be cancelled.

3. Effective Date. Articles of Merger shall be filed with the Secretary of State of the State of Illinois and shall be properly recorded as required by Illinois law. The Merger shall be effective on December 31, 1996, at 12:00 p.m. (which date and time are herein referred to as the "Effective Date").

4. Approval. The Board of Directors of Uni-Glide and Singer, and the Sole Shareholder and Sole Director of Rensel, have approved this Plan and the merger of Uni-Glide into Singer pursuant hereto.

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