

Michael Harkins
7/17/89



Office of Secretary of State

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 OWNERSHIP OF S AND A LEASING CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING SARA CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JULY, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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729198099

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12263302

DATE: 07/17/1989

BOOK 1672 P 1429

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SARA CORPORATION
INTO
S AND A LEASING CORP.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

S and A Leasing Corp., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Sara Corporation, a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 17th day of July, 1989, determined to merge into itself Sara Corporation on the conditions set forth in such resolution:

RESOLVED, that S and A Leasing Corp. merge into itself its subsidiary, Sara Corporation, a Delaware corporation, and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED, that the President or Vice President and the Secretary or Assistant Secretary be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Sara Corporation into this corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

IN WITNESS WHEREOF, said S and A Leasing Corp. has caused its corporate seal to be affixed and this certificate to be signed by Marci M. McLean, its Senior Vice President, and Carolyn A. Skelley, its Secretary, this 17th day of July, 1989.

✓ S AND A LEASING CORP.

ATTEST:

By: Carolyn A. Skelley
Carolyn A. Skelley
Secretary

By: Marci M. McLean

Marci M. McLean
Senior Vice President

PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 27 2 33 PM '89
J. L. FEAS
REGISTER OF DEEDS
FORSYTH CO. N.C.
\$7.00 pd DR

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