

January 26, 1999

EDS  
**J. MICHAEL GUILLORY**  
H3-3A-05  
5400 LEGACY DRIVE  
PLANO TX 75024

**RE: Notice of Determination of Grounds for Revocation of Certificate of Authority**

This constitutes notice that, due to mergers, it has been determined that grounds exist to revoke the certificate of authority of EDS TECHNICAL PRODUCTS CORPORATION, a Delaware corporation, to transact business in the State of Idaho as a foreign corporation. In the event that this determination is not corrected within (60) days of receipt of this notice, a notice of revocation will be mailed to the above address. If there are questions about this process, please call the Secretary of State's Corporate Division at (208) 334-2301.

Sincerely,

Fred C. Goodenough  
Deputy Secretary of State  
Commercial Affairs

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:  
"EDS ANTARES, INC.", A NEVADA CORPORATION,  
"EDS TECHNICAL PRODUCTS CORPORATION", A DELAWARE CORPORATION,  
"EDS VLT HOLDINGS, INC.", A NEVADA CORPORATION,  
"GSG HOLDING COMPANY", A NEVADA CORPORATION,  
WITH AND INTO "ELECTRONIC DATA SYSTEMS CORPORATION" UNDER THE NAME OF "ELECTRONIC DATA SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1998, AT 11:59 O'CLOCK A.M.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

9512685

AUTHENTICATION:

01-11-99

DATE:

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SECRETARY OF STATE  
OF IDAHO  
CERTIFICATE OF OWNERSHIP AND MERGER OF  
FOREIGN AND DOMESTIC CORPORATIONS  
INTO  
ELECTRONIC DATA SYSTEMS CORPORATION  
(a Delaware corporation)

Pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes and Section 253 of the Delaware General Corporation Law, the undersigned certifies the following:

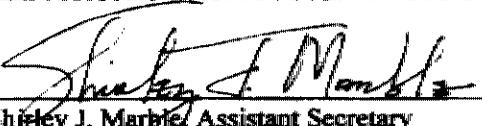
1. The name of the surviving and parent corporation is Electronic Data Systems Corporation (the "Surviving and Parent Company") and the state under the laws of which it is organized is Delaware. The address of its registered office in Delaware is 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle.
2. The names of the subsidiary corporations (the "Subsidiaries"), the states under the laws of which they are organized, and the number of outstanding shares of each class of stock of which the Surviving and Parent Company owns 100%, are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u># of Outstanding Shares</u>
EDS Antares, Inc.	Nevada	1,000 Common
EDS Technical Products Corporation	Delaware	1,000 Common
EDS VLT Holdings, Inc.	Nevada	1,000 Common
GSG Holding Company	Nevada	1,000 Common

3. The merger shall become effective on December 31, 1998 (the "Effective Date").
4. There is attached hereto as Exhibit A a copy of the resolutions and plan of merger duly adopted by the Board of Directors of the Subsidiaries and the Surviving and Parent Company on December 1, 1998.
5. Approval by the stockholders of the Surviving and Parent Company was not required.
6. Pursuant to the provisions of the Nevada Revised Statutes, the Surviving and Parent Company agrees that it may be served with process in Nevada in any proceeding for enforcement of any obligation or the rights of dissenting shareholders of the Nevada subsidiary and requests that a copy of such process be mailed to 5400 Legacy Drive, Plano, Texas 75024.

Dated December 3 1998.

ELECTRONIC DATA SYSTEMS CORPORATION

  
\_\_\_\_\_  
Shirley J. Marble, Assistant Secretary

EDS ANTARES, INC.

Lisa V. Thomas

Lisa V. Thomas, Assistant Secretary

Joseph W. Holmes

Joseph W. Holmes, President

EDS TECHNICAL PRODUCTS CORPORATION

Lisa V. Thomas

Lisa V. Thomas, Assistant Secretary

John R. Castle, Jr.

John R. Castle, Jr., Vice President

EDS VLT HOLDINGS, INC.

David Croxville

David Croxville, Secretary

Charles H. Ansley

Charles H. Ansley, President

GSG HOLDING COMPANY

Lisa V. Thomas

Lisa V. Thomas, Assistant Secretary

John R. Castle, Jr.

John R. Castle, Jr., Vice President

STATE OF TEXAS  
COUNTY OF COLLIN

BEFORE ME, the undersigned authority, on this day personally appeared Charles H. Ansley, John R. Castle, Jr., and Joseph W. Holmes, known to me to be the persons whose names are subscribed to the above instrument in said capacity, and who acknowledged that they executed said instrument.

Given under my hand and seal of office this 3rd day of December, 1998.

Lisa V. Thomas



EXHIBIT A

**RESOLVED**, that Electronic Data Systems Corporation (the "Company") owns 100% of the issued and outstanding common stock of the following subsidiaries (the "Subsidiaries"), and it is deemed expedient that the Company shall acquire and become, and be possessed of all the estate, property, rights, privileges, powers and franchises of the Subsidiaries:

<u>Name</u>	<u>Jurisdiction</u>
EDS Antares, Inc.	Nevada
EDS Technical Products Corporation	Delaware
EDS VLT Holdings, Inc.	Nevada
GSG Holding Company	Nevada

**RESOLVED**, that the Subsidiaries be merged into the Company pursuant to Chapter 92A of the Nevada Revised Statutes and Section 253 of the Delaware General Corporation Law;

**RESOLVED**, that the Plan of Merger attached hereto is, in all respects, confirmed, approved and adopted; and

**RESOLVED**, that the appropriate officers of the Company, or any of them, are in all respects, authorized, empowered and directed, for and on behalf of the Company, to take or cause to be taken, all actions and to execute, deliver and file, or cause to be filed, all agreements, certificates, documents, instruments and reports that they may deem necessary, appropriate, convenient, desirable or proper to carry out and effect the merger of the Subsidiaries into the Company and to take such other actions to facilitate the consummation of the transactions described or approved in, and to carry out and effect the intent of, the foregoing resolutions.

## PLAN OF MERGER

1. Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes and Section 253 of the Delaware General Corporation Law, Electronic Data Systems Corporation (the "Survivor"), a Delaware corporation and the parent corporation and owner of all of the outstanding shares of the following subsidiaries, hereby merges such subsidiaries with and into itself:

<u>Subsidiaries</u>	<u>Jurisdiction</u>
EDS Antares, Inc.	Nevada
EDS Technical Products Corporation	Delaware
EDS VLT Holdings, Inc.	Nevada
GSG Holding Company	Nevada

2. The Merger shall become effective on December 31, 1998 (the "Effective Date").
3. Upon the Effective Date, the separate existence of the Subsidiaries shall cease and the Survivor shall continue its corporate existence as the surviving corporation under the laws of its jurisdiction.
4. The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the Effective Date shall be surrendered and extinguished.