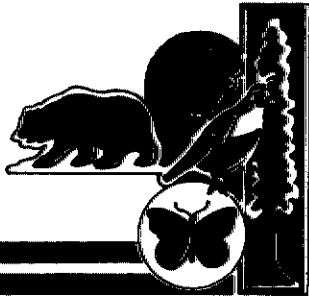


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State of California

OFFICE OF THE SECRETARY OF STATE

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 29th day of December, 1989
 there was filed in my office a Plan and Agreement of Merger
 merging PAC-POWER, INC.
 a California corporation, into ALTEC INDUSTRIES, INC.
 a N Alabama corporation

SECRETARY OF STATE
MAR 23 12 39 PM '90

Further that according to our records said merged California corporation has ceased to exist as a separate corporate entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 20th day of March, 1990

March Fong Eu
Secretary of State

