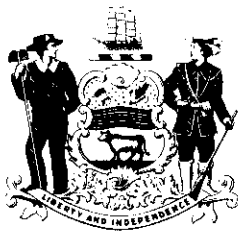


# State of Delaware



## Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "ALLSTATE MOTOR CLUB, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, MERGING WITH AND INTO "ALLSTATE MOTOR CLUB, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "ALLSTATE MOTOR CLUB, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1983, 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.

1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10150813

DATE: 01/05/1984

720050039

CERTIFICATE OF MERGER

OF

ALLSTATE MOTOR CLUB, INC.  
(a California corporation)

INTO

ALLSTATE MOTOR CLUB, INC.  
(a Delaware corporation)

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Allstate Motor Club, Inc.	Delaware
Allstate Motor Club, Inc.	California

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is ALLSTATE MOTOR CLUB, INC., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Allstate Motor Club, Inc., a Delaware corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 3701 Lake Street, Glenview, Illinois 60025.

SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Allstate Motor Club, Inc., a California corporation	Common	1,000	\$100

EIGHTH: This Certificate of Merger shall be effective on  
December 31, 1983.

Dated: December 16, 1983.

ALLSTATE MOTOR CLUB, INC.

By Richard J. Hagen  
President *mm*

ATTEST:

By Herin A. Redje  
Secretary