

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 15th day of March, 1977, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between RegO Company, a Delaware corporation, and Golconda Corporation, an Idaho corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said RegO Company, a corporation organized under the laws of the State of Delaware, by its Certificate of Incorporation which was filed in the office of the Secretary of State of Delaware on November 9, 1976 and recorded in the office of the Recorder of Deeds for the County of New Castle on November 9, 1976, has an authorized capital stock consisting of one hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00) each, of which stock one hundred (100) shares is now issued and outstanding and shall be cancelled upon the effective date of the merger contemplated hereby.

WHEREAS, said Golconda Corporation, a corporation organized under the laws of the State of Idaho by its Articles of Incorporation which was filed in the office of the Secretary of State of Idaho on January 18, 1927 and recorded in the office of the Recorder of Deeds for the County of Shoshone on January 14, 1927, has an authorized capital stock consisting of eight million five hundred thousand (8,500,000) shares of which seven million five hundred thousand (7,500,000) shares shall be common stock without par value and one million (1,000,000) shall be convertible preferred stock having a par value of \$1.00 per share, of which stock 380,902 shares of preferred and 2,774,392 shares of common are now issued and outstanding; and

WHEREAS, the registered office of said RegO Company in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Golconda Corporation in the State of Idaho is located at P.O. Box 469 in the City of Wallace, County of Shoshone, and the name of its registered agent at such address is Mr. Wray Featherstone:

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: RegO Company hereby merges into itself Golconda Corporation and said Golconda Corporation shall be and hereby is merged into RegO Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of RegO Company, as amended herein, is set forth in its entirety and attached hereto as Appendix 1 and all the terms and provisions thereof are hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and from and after the effective date of the merger and until further amended as provided by law said Appendix 1 separate and apart from this Agreement of Merger shall be, and may be separately certified as, the Certificate of Incorporation, as amended, of the surviving corporation.

THIRD: Each share of Common Stock and each share of Convertible Preferred Stock of the merged corporation which shall be outstanding on the effective date of this Agreement and all rights in respect thereof shall forthwith be changed and converted, respectively, into one share of Common Stock and one share of Convertible Preferred Stock of the surviving corporation without any further action by the shareholders thereof.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided, except that such changes shall be made initially in order to delete inapplicable references to the state of incorporation, the corporate name, the address of the registered office and inapplicable dates.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on June 30, 1977.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

ATTEST:

By

Secretary

ATTEST:

By

Secretary

GOLCONDA CORPORATION

By

President

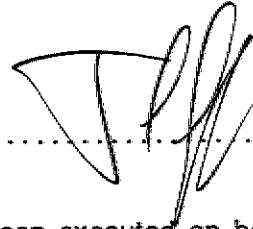
RegO Company

By

President

I, THOMAS L. SEIFERT Secretary of RegO Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of GOLCONDA CORPORATION, a corporation of the State of Idaho, was duly submitted to the stockholders of said RegO COMPANY at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least twenty (20) days' notice by mail as provided by Section 252 and Section 251 of Title 8 of the Delaware Code of 1953 on the 14th day of March, 1977, for the purpose of considering and taking action upon the proposed Agreement of Merger; that 100 shares of stock of said Corporation were on said date issued and outstanding; having voting power, that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least a majority of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said RegO Company and the duly adopted agreement of said corporation.

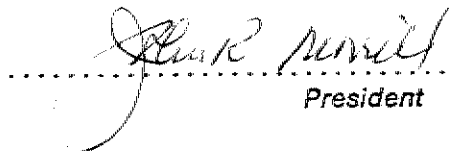
WITNESS my hand on this 15th day of March, 1977.



Secretary

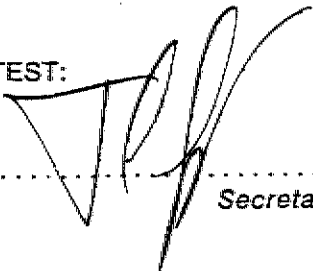
THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Act of the State of Idaho, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said corporations, on this 15th day of March, 1977.

GOLCONDA CORPORATION



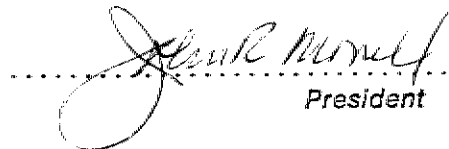
President

ATTEST:



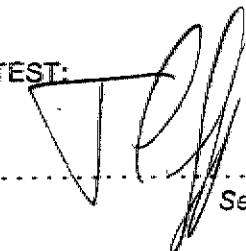
Secretary

RegO Company



President

ATTEST:



Secretary

I, THOMAS L. SEIFERT, Secretary of GOLCONDA CORPORATION, hereby certify, as such Secretary and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly approved by resolution of the Board of Directors of GOLCONDA CORPORATION and by resolution of the Board of Directors of RegO Company, and having been signed by the directors of GOLCONDA CORPORATION and by the directors of RegO Company, was duly submitted to the shareholders of said GOLCONDA CORPORATION, at a meeting of said shareholders duly called separately in the manner provided in Section 30-133 of the Idaho Code, 1947, for calling stockholders' meetings, and that at that meeting the Agreement of Merger was adopted by the affirmative vote of the holders of ~~two million eight hundred five~~ <sup>thousand one hundred fifty-one</sup> (2,805,151...), being the holders of at least two-thirds of the voting power of all shareholders.

WITNESS my hand and the seal of the said GOLCONDA CORPORATION on this 17th day of June, 1977.



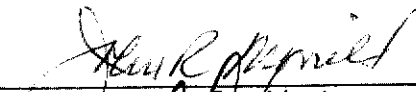
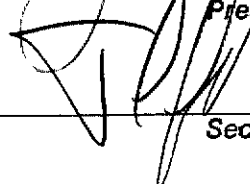
Secretary

(SEAL)

THIS AGREEMENT OF MERGER, having been approved by resolution of the Board of Directors of Golconda Corporation, and by resolution of the Board of Directors of RegO Company, and having been signed by the directors of Golconda Corporation, and signed by the directors of RegO Company, and thereafter having been approved by the shareholders of Golconda Corporation at a meeting separately called and held by the affirmative vote of the holders of at least two-thirds of the voting power of the shareholders, and having been approved by the shareholders of RegO Company, at a meeting separately called and held, by the affirmative vote of the holders of at least two-thirds of the voting power of the shareholders, the President and Secretary of RegO Company, and the President and Secretary of Golconda Corporation do now hereby execute this Agreement of Merger under the corporate seal of each of said corporations as the act and deed of each of said corporations, respectively, on this 17th day of June, 1977.

GOLCONDA CORPORATION


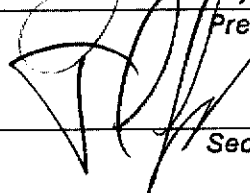
By:

  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Secretary

(S E A L)

RegO Company

By:

  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Secretary

(S E A L)

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On the 17th day of June, 1977, before me, a notary public of the State of Illinois, personally appeared John R. Morrill, known to me to be the President of RegO Company, one of the corporations which executed the Agreement of Merger to which this is attached, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public

(S E A L)

CAROL D'ASCENZO, Notary Public  
Certificate filed Cook County, Ill.  
Commission expires Nov. 7, 1979

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On the 17th day of June, 1977, before me, a notary public of the State of Illinois, personally appeared John R. Morrill, known to me to be the President of Golconda Corporation, one of the corporations which executed the Agreement of Merger to which this is attached, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public

(S E A L)

CAROL D'ASCENZO, Notary Public  
Certificate filed Cook County, Ill.  
Commission expires Nov. 7, 1979

**CERTIFICATE OF INCORPORATION  
OF  
RegO Company**

ARTICLE 1: The name of the corporation is RegO Company.

ARTICLE 2: The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3: The duration of the corporation is perpetual.

ARTICLE 4: The purpose or purposes for which the corporation is organized are:

To buy, sell, design, engineer, manufacture, create and repair special machines, machine parts, jigs, tools, dies, fixtures, precision parts, and any other product in any manner similar thereto.

To manufacture, assemble, buy, sell, hire, install, research and develop, distribute or dispose of electromechanical components and assemblies, guidance components and assemblies, electropneumatic components and assemblies, precise instrumentation components and assemblies and all kinds of goods, wares, merchandise, manufactures, commodities, machinery, tools, supplies and products, appliances, devices or equipment, of every kind and nature.

To design, develop, manufacture, buy or market various types of control devices, regulators, valves, welding devices, and any other devices of electrical and/or mechanical nature.

To design, develop, manufacture, buy or market food serving devices and facilities including, but not limited to, display cases, refrigerators, serving counters, warming devices, carbonators, dispensers of liquids or semi-solid foods, ice cream makers, coffee makers, utensils and other devices used in the preparation, storage, serving and clean up of food or other materials used or consumed by humans. Generally to engage in and conduct any form of manufacturing or mercantile enterprise.

To locate, buy, acquire, own, lease, sell, convey and deal in mines, and mineral lands of every kind and nature and description, also purchase, locate or otherwise acquire, own, enter or lease, sell and deal in mill sites, water rights and terminal facilities; to work, prospect, or develop mines and mineral lands of every nature or description, either for itself or for other companies, corporations or individuals upon such terms or for such remuneration as it shall deem fit and proper and to accept, take and hold mineral lands of every nature or description, either as an entirety or any interest in the same; to hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation; whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent, as a natural person might or could do; to do everything that may be necessary or proper in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying and selling mineral lands and mining claims of every kind, nature and description, and working such mines and the production of ores and minerals therefrom, and in the reducing such ores and minerals to the most merchantable value, and in doing the same, to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes, and such other property as shall be fit and necessary in carrying out the objects herein stated; to sell, buy and lease mines and mining property of all kinds and property of every kind and nature and description, useful and necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission be paid in money or otherwise; to erect buildings, operate saw-mills and engage in trade of every kind both in stores and provisions, steam and other transportation, road building and engineering, freighting and carrying.

To conduct a general mining, milling and smelting business.

To purchase, secure, use, own and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation.

To exercise the right of eminent domain according to law and condemn and acquire rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways incident, necessary or convenient for the uses and purposes and objects of this corporation and do all such things incident to the general business of this corporation in the State of Delaware, in the other states and territories of the United States and elsewhere, that this corporation may desire or conclude to do business.

To buy and sell ores, bullion, metals, minerals and concentrates, and all other materials and supplies, and to reduce ores and minerals for pay.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trusts, receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof, and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

To enter into partnership or joint venture agreements with other corporations, partnerships or individuals.

In general, to possess and exercise all the powers and privileges granted by the Delaware Corporation Law or by any other law of Delaware or by this document together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.



The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this document, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

ARTICLE 5: The total number of shares of stock which RegO shall have authority to issue is eight million, five hundred thousand (8,500,000) of which seven million, five hundred thousand (7,500,000) shares shall be common stock having a par value of \$.01 per share and one million (1,000,000) shall be convertible preferred stock having a par value of \$1.00 per share. All such shares shall be fully paid and non-assessable.

Each share of preferred stock of RegO shall be convertible into one and one-half shares of the common stock of RegO upon surrender to the corporation of the certificates of convertible preferred stock so to be converted, duly assigned in blank for transfer. No adjustment of dividends will be made upon the exercise of the conversion privilege.

RegO shall not be required to issue fractional shares of common stock in exchange for shares of its convertible preferred stock. If any fractional interest is due any holder of its preferred stock, the Board of Directors of RegO may at its election (i) issue non-voting scrip for such fractional interest in such form as the Board of Directors may determine, which scrip shall be exchangeable within a period of one year following the date of this issue, together with other scrip, for one or more full shares of common stock, or (ii) pay an amount in cash equal to the current market value of such fractional interest, calculated to the nearest cent, computed on the basis of the last reported sales price for such common shares on the Pacific Stock Exchange on the date of conversion.

The holders of the convertible preferred stock shall be entitled to receive, when and as declared, dividends at the rate of \$1.00 per share per annum payable quarterly. The dividends on the said preferred stock shall be cumulative and shall be payable before any dividends on the common shall be paid or set apart. If in any year, the dividends declared and paid upon the said preferred stock shall not amount to \$1.00 per share, the deficiency shall be payable before any dividends shall be thereafter paid upon or set apart for the common stock; provided, however, that whenever all cumulative dividends on the said preferred stock for all previous years shall have been declared and become payable, and the accrued quarterly installments for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for previous years, and such accrued quarterly installments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock payable then or thereafter out of any remaining surplus or net profits.

The convertible preferred shares shall be preferred as to assets as well as dividends, as aforesaid, and upon the dissolution, liquidation or winding up of the corporation, the holders of said preferred shares shall be entitled to receive and be paid for each said preferred share, out of the assets of the corporation (whether capital or surplus) \$42.00 per share where such event is voluntary or \$37.50 per share where such event is involuntary, plus an amount equal to dividends accumulated and unpaid thereon, whether earned or declared or not, before any distribution of assets shall be made to the holders of common shares, but the holders of said preferred shares shall not be entitled to further participation in such distribution, and the holders of the common shares shall be entitled, to the exclusion of the holders of said preferred shares, to all assets of the corporation remaining after payment to the holders of the said preferred shares of the full preferential amount aforesaid.

Neither a consolidation nor merger of the corporation with or into any other corporation, nor a merger of any other corporation into the corporation, nor the purchase or redemption of all or any part of the outstanding shares of any class or classes of stock of the corporation, nor the sale or transfer of the property and business of the corporation as or substantially as an entirety, shall be construed to be a liquidation, dissolution, or winding up of the corporation within the meaning of the foregoing provisions.

The holders of the convertible preferred shares shall be entitled to one vote for each share held and shall have the power to vote cumulatively for the election of directors. The said preferred shares and the common shares shall vote together as one class.

The corporation, at its option to be exercised by its Board of Directors, may redeem in whole or in part the convertible preferred shares at any time, at \$37.50 per share, plus an amount equal to dividends accumulated and unpaid thereon, whether earned or declared or not. Payment of the redemption price of the said preferred shares shall be made in cash. Notice of such redemption, stating the redemption date, the redemption price and the place of payment thereof shall be given by mailing a copy of such notice at least thirty (30) days prior to the date fixed for redemption to the holders of record of the said preferred shares to be redeemed at their respective addresses, as the same appear on the books of the corporation. If such notice of redemption shall have been duly given and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then notwithstanding that any certificate for said preferred shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed and all rights with respect to such preferred shares so called for redemption not theretofore expired shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

Convertible preferred shares which are redeemed, purchased or otherwise acquired by the corporation shall be cancelled and shall not be reissued.

In case the corporation shall at any time or from time to time subdivide the outstanding shares of common stock into a greater number of shares, then with respect to each such subdivision the number of shares of common stock deliverable upon conversion of each share of convertible preferred stock hereby designated shall be increased in proportion to the increase resulting from such subdivision in the number of outstanding shares of common stock; and in case the corporation shall at any time, or from time to time, combine the outstanding shares of common stock into a smaller number of shares, then with respect to such combination the number of shares of common stock deliverable upon the conversion of each share of convertible preferred stock hereby designated shall be decreased in proportion to the decrease resulting from such combination in the number of outstanding shares of common stock.

In case, prior to the conversion or redemption of the convertible preferred stock, the corporation shall be recapitalized by reclassifying its outstanding common stock into shares with a different par value or shall thereafter reclassify any such shares in like manner, or the corporation or a successor corporation shall consolidate or merge with or convey all or substantially all its or any successor corporations properly or assets to any other corporation or corporations, the holder of the convertible preferred stock shall thereafter have the right to convert pursuant to and on the terms and conditions and during the time specified herein, in lieu of the shares theretofore convertible, such shares of stock, securities or assets as may be issued or payable with respect to, or in exchange for, the number of shares theretofore receivable upon the conversion of the said preferred stock had such recapitalization, consolidation, merger or conveyance not taken place; and in any such event, the rights of the holder of said preferred shares to an adjustment in the number of common shares into which said preferred stock is convertible shall continue and be preserved in respect of any stock, securities or assets which the holder of said preferred stock is thus entitled.

In the event:

(A) The corporation shall take a record of the holders of its common stock for the purpose of entitling them to receive a dividend otherwise than in cash, or any other distribution in respect of the common stock (including cash), pursuant to, without limitation, any spin-off, split-off or distribution of the corporation's assets; or

(B) The corporation shall take a record of the holders of its common stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or

(C) Of any classification, reclassification, or other reorganization of the capital stock of the corporation, consolidation or merger of the corporation with or into another corporation or conveyance of all or substantially all of the assets of the corporation; or

(D) Of the voluntary or involuntary dissolution, liquidation or winding up of the corporation; then, and in any such case, the corporation shall mail to the holders of convertible preferred stock, at least twenty (20) days prior to such record date, a notice stating the date or expected date on which a record is to be taken for the purpose of such dividend, distribution or rights, or the date on which such classification, reclassification, reorganization, consolidation, merger, conveyance, dissolution, or winding up is to take place, as the case may be.

In case the corporation, at any time while convertible preferred stock shall remain issued and outstanding, shall sell all or substantially all its property or dissolve, liquidate or wind up its affairs, the holder of said preferred stock may thereafter receive upon conversion thereof in lieu of each share of common stock of the corporation which such holder would have been entitled to receive, the same kind and amount of any securities or assets as may be issuable, distributable, or payable upon any such sale, dissolution, liquidating or winding up with respect to each share of common stock of the Company.

ARTICLE 6: At all elections of directors of RegO, each common and convertible preferred stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

ARTICLE 7: No common or preferred stockholder of RegO shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of RegO, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE 8: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of RegO is expressly authorized:

To make, alter or repeal the by-laws of RegO except as otherwise provided for in the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of RegO.

To set apart out of any of the funds of RegO available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to designate one or more committees, each committee to consist of two or more directors of RegO. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of RegO, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of RegO, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon

such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of RegO, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of RegO.

ARTICLE 9: Meetings of stockholders may be held within or without the State of Delaware as the by-laws may provide. The books of RegO may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE 10: The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 11: All outstanding options, agreements, warrants and other rights to purchase or otherwise receive or acquire shares of stock of Astro Controls, Inc. or Golconda Corporation shall be deemed options, agreements, warrants, or other rights, as the case may be, to purchase or otherwise receive or acquire under the same circumstances a number of shares of the common or convertible preferred stock of RegO at the applicable exchange ratio.

ARTICLE 12: The business of the corporation shall be managed by a Board of Directors elected by the stockholders at any annual or special meeting of stockholders. Directors of the corporation need not be stockholders. The number of such directors shall be not less than seven (7) nor more than eleven (11). The exact number of directors shall be fixed by the by-laws of the corporation. Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director of the corporation until his successor shall have been elected.

ARTICLE 13: The name and mailing address of each incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of September, 1976.

/s/ F. J. Obara, Jr. (SEAL)

/s/ W. J. Reif (SEAL)

/s/ R. F. Andrews (SEAL)