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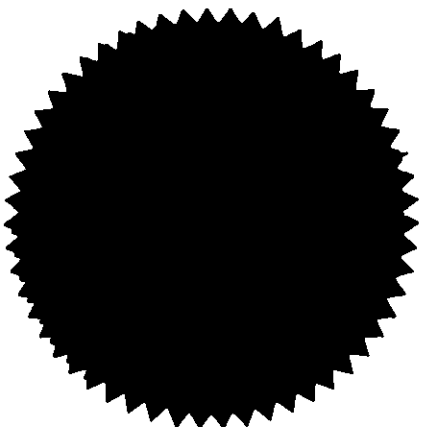


Department of State

I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Merger merging SINGER INFORMATION SERVICES COMPANY (Delaware Corporation) and LINCO, INC. (Delaware Corporation-not authorized in New Jersey) into THE SINGER COMPANY (New Jersey Corporation)

\_\_\_\_\_ and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the 29th day of August A. D. 1973, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this 29th day of August A. D. 1973



Robert M. Falery  
Assistant Secretary of State.

CERTIFICATE OF MERGER  
OF  
SINGER INFORMATION SERVICES COMPANY  
AND  
LINCO, INC.  
INTO  
THE SINGER COMPANY

To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Title 14A of the Revised Statutes of New Jersey, the undersigned corporation hereby executes the following Certificate of Merger:

1. (a) THE SINGER COMPANY, a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of the stock of SINGER INFORMATION SERVICES COMPANY, its subsidiary corporation organized and existing under the laws of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state, hereby agrees to the merger of said subsidiary corporation into THE SINGER COMPANY, which is hereinafter designated as the surviving corporation.

(b) THE SINGER COMPANY, a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of the stock of LINCO, INC., its subsidiary corporation organized and existing under the laws of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state, hereby agrees to the merger of said subsidiary corporation into THE SINGER COMPANY, which is hereinafter designated as the surviving corporation.

2. The Plan of Merger, attached hereto, was approved by the Board of Directors of the undersigned corporation.

3. The authorized capital stock of the survivor is:

<u>Class</u>	<u>No. of Shares</u>	<u>Series</u>	<u>Par Value</u>
Common	25,000,000	--	\$10
Preferred	3,500,000	as designated	No Par Value

4. The name and address of the Registered Agent and Registered Office of the survivor are:

Shirley J. Murphy  
321 First Street  
Elizabeth, New Jersey 07207


5. The number of outstanding shares of each class and series of the subsidiary corporations which are parties to the merger and the number of such shares of each class and series owned by the parent corporation are as follows:

<u>Name of Subsidiary</u>	<u>Class</u>	<u>Series</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned By Parent</u>
Singer Information Services Company	Capital	--	1,000	1,000
Linco, Inc.	Capital	--	10,000	10,000

6. The effective date of this Certificate shall be the close of business on September 1, 1973.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed by its Vice President as of the 15th day of August, 1973.

THE SINGER COMPANY

By   
Elliott E. Vose  
Vice President

PLAN OF MERGER

OF

SINGER INFORMATION SERVICES COMPANY  
(a Delaware corporation)

AND

LINCO, INC.  
(a Delaware corporation)

INTO

THE SINGER COMPANY  
(a New Jersey corporation)

\*\*\*\*\*

1. The names of the corporations proposing to merge are SINGER INFORMATION SERVICES COMPANY, a Delaware corporation, and LINCO, INC., a Delaware corporation, and THE SINGER COMPANY, a New Jersey corporation; the name of the surviving corporation to be effected by the merger is THE SINGER COMPANY, a New Jersey corporation.
2. The terms and conditions of the proposed merger are as follows:
  - (a) Effective at the close of business on September 1, 1973, SINGER INFORMATION SERVICES COMPANY, a Delaware corporation, being a wholly-owned subsidiary of THE SINGER COMPANY, a New Jersey corporation, will be merged into THE SINGER COMPANY. The Certificate of Incorporation of the surviving corporation, THE SINGER COMPANY, will not be amended as a result of said merger.
  - (b) Effective at the close of business on September 1, 1973, LINCO, INC., a Delaware corporation, being a wholly-owned subsidiary of THE SINGER COMPANY, a New Jersey corporation, will be merged into THE SINGER COMPANY. The Certificate of Incorporation of the surviving corporation, THE SINGER COMPANY, will not be amended as a result of said merger.

- (c) Effective upon the merger as set forth aforesaid all assets of the merged corporations will vest in the surviving corporation and the surviving corporation will assume all obligations of the merged corporations.
3. Pursuant to said merger of said wholly-owned subsidiaries, namely SINGER INFORMATION SERVICES COMPANY and LINCO, INC., into THE SINGER COMPANY, all of the outstanding shares of said merged corporation will be cancelled and no new shares will be issued as a result of said merger.

IN WITNESS WHEREOF, THE SINGER COMPANY has caused this PLAN OF MERGER to be executed by its Vice President and attested by its Secretary this 15th day of August, 1973.



THE SINGER COMPANY

By

A handwritten signature in cursive script, appearing to read "Elliot C. Katz".

Vice President

ATTEST:

A handwritten signature in cursive script, appearing to read "R. J. Katz".

Secretary



State of New Jersey

Department of the Treasury  
Division of Taxation

West State and Willow Streets  
Trenton, New Jersey 08625

Certificate No. **A 61651**

Application No. 71,173

Fee **\$5.00**

Certificate of Payment of Corporation Franchise Tax

This is to Certify that all Corporation Franchise taxes, fees, penalties and interest levied upon or assessed against

**THE SINGER COMPANY \***  
(Incorporated 2/20/1873)

by the State of New Jersey, in accordance with the provisions of Chapter 162, Laws of 1945 (N.J.S.A. 54:10A-1, et seq.), as amended and supplemented or in accordance with the provisions of Chapter 13 (N.J.S.A. 54:13-1, et seq.) or of Chapter 32A (N.J.S.A. 54:32A-1, et seq.) of Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid, or are deemed fully secured.

NOTE

\*THIS CERTIFICATE IS NOT GOOD

AFTER SEPTEMBER 30, 1973.

FOR MERGER ONLY.

SURVIVOR

WITNESS my hand and official seal at Trenton, this

16th day of August

A.D. 1973

*Sidney Glaser*

Director, Division of Taxation





State of New Jersey

Department of the Treasury  
Division of Taxation

West State and Willow Streets  
Trenton, New Jersey 08625

Certificate No. **A 61650**

Application No. 71,174

Fee **\$5.00**

Certificate of Payment of Corporation Franchise Tax

This is to Certify that all Corporation Franchise taxes, fees, penalties and interest levied upon or assessed against **SINGER INFORMATION SERVICES COMPANY \*** (A Delaware Corporation - Authorized in New Jersey, January 2, 1960 - OC 24199)

by the State of New Jersey, in accordance with the provisions of Chapter 162, Laws of 1945 (N.J.S.A. 54:10A-1, et seq.), as amended and supplemented or in accordance with the provisions of Chapter 13 (N.J.S.A. 54:13-1, et seq.) or of Chapter 32A (N.J.S.A. 54:32A-1, et seq.) of Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid, or are deemed fully secured.

NOTE

\*THIS CERTIFICATE IS NOT GOOD

AFTER SEPTEMBER 30, 1973.

FOR MERGER ONLY.

MERGED CORPORATION

WITNESS my hand and official seal at Trenton, this

16th day of August

A.D. 1973

*Sidney Glaser*  
Director, Division of Taxation



State of New Jersey

Department of the Treasury  
Division of Taxation

West State and Willow Streets  
Trenton, New Jersey 08625

Certificate No. U 4771

Application No. 71,175

Fee \$5.00

Certificate of Non-Assessment of Corporation Franchise Tax

This is to Certify that there have been no Corporation Franchise taxes levied upon or assessed against LINCO, INC. \* (A Delaware Corporation - Not Authorized in New Jersey).

by the State of New Jersey, in accordance with the provisions of Chapter 162, Laws of 1945 (N.J.S.A. 54:10A-1, et seq.), as amended and supplemented or in accordance with the provisions of Chapter 13 (N.J.S.A. 54:13-1, et seq.) or of Chapter 32A (N.J.S.A. 54:32A-1, et seq.) of Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, ~~have been paid~~. Any tax that may be assessed is considered Deemed Secured.

NOTE

\*THIS CERTIFICATE IS NOT GOOD

AFTER SEPTEMBER 30, 1973.

FOR MERGER ONLY.

MERGED CORPORATION

ENDORSED  
1973



WITNESS my hand and official seal at Trenton, this

16th day of August

A.D. 1973

*Judney Glaser*

Director, Division of Taxation