

# 80014

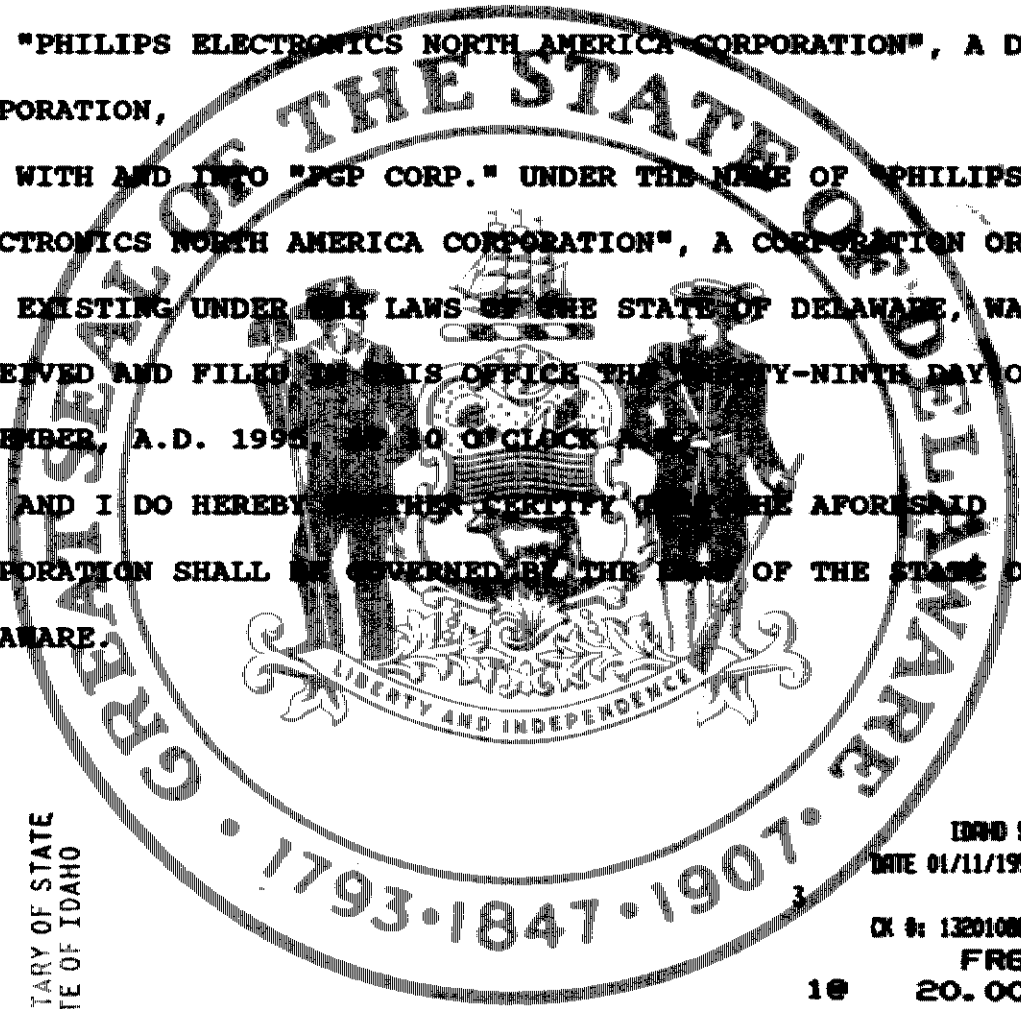
State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "EGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, 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.



Jan 11 3 47 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

IDHO SECRETARY OF STATE  
DATE 01/11/1996 0900 29636

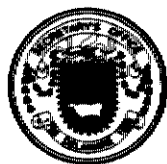
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1@ 20.00= 20.00  
EXPEDITE C 1@ 10.00= 10.00

1@ 10.00= 10.00

CK #: 62298 CUST# 20158

IDHO SECRETARY OF STATE  
DATE 01/11/1996 0900

2124 16 8330  
9600 5793



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 7781579  
DATE: 01-09-96