

State of New York }
Department of State }

ss.:

52533

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

NOV 25 1980

Witness my hand and seal of the Department of State on

Basil G. Paterson

Secretary of State

G020-504 (12/78)

A 710 930

CERTIFICATE

OF
MERGER
OF

Basic Four Corporation and Sorbus Inc.

INTO

MANAGEMENT ASSISTANCE INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

DEC 9 8 51 AM
SECRETARY OF STATE

Management Assistance Inc., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Management Assistance Inc., a corporation of the State of New York owns all of the outstanding shares of:

<u>Name of Subsidiary</u>	<u>State of Incorporation</u>	<u>Name Under Which Formed</u>
Basic Four Corporation Sorbus Inc.	Delaware New York	Data Equipment Corporation M.A.I. Service, Inc.

2. As to each subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Basic Four Corporation	250 shares of Capital Stock, without par value	250 shares
Sorbus Inc.	100 shares of Common Stock, without par value	100 shares

3. (a) The certificate of incorporation of Sorbus Inc. was filed in the Department of State on the 10th day of June 1969 under the name of M.A.I. Service, Inc.

(b) Basic Four Corporation was incorporated under the laws of the State of Delaware on the 7th day of June 1966, and its application for authority to do business in the State of New York was filed in the Department of State on the 8th day of November 1972.

(c) The Certificate of Incorporation of Management Assistance Inc. was filed in the Department of State on October 21, 1957.

(d) The merger is permitted by the laws of the state of incorporation of the foreign subsidiary and is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.

5. The merger shall be effective upon filing with the Secretary of State.

6. The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 26th day of September 1980, and the statements contained therein are affirmed as true under penalties of perjury.

MANAGEMENT ASSISTANCE INC.

Alan I. Goldman
(signature)

Alan I. Goldman, Vice President, ~~Secretary~~

David S. T. Schiff
(signature)

David S. T. Schiff, Assistant Secretary

CERTIFICATE OF MERGER

OF

(1) Basic Four Corporation and
(2) Sorbus Inc.

INTO

(3) MANAGEMENT ASSISTANCE INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

UNDER SECTION 905 OF THE
BUSINESS CORPORATION LAW

FILED OCT 31 1980

AMT OF CHECK \$ 35

FILING FEE \$ 30

TAX \$ 5

COPY \$ 5

CERT \$ 5

REMOVED \$ 5

BY: or

Legal Department
Management Assistance Inc.
300 East 44th Street
New York, New York 10017

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(1) N/R

(2) dated 8/21/75

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Chic M.A.L. Service

6/15/79

the company 7623

(3) 10/21/57

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