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State of Delaware



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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF AGREEMENT OF MERGER OF "GMCC ACQUISITION CORP." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "MCG ACQUISITION CORP." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OREGON UNDER THE NAME OF "MCG ACQUISITION CORP." AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1990, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF OREGON.

* * * * *



Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *2974097

DATE: 03/04/1991

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