



# State of DELAWARE



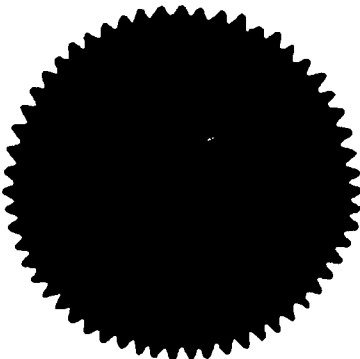
Office of SECRETARY OF STATE

*I, Robert H. Reed, Secretary of State of the State of Delaware,*

*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Agreement of Merger of the "SHAKEY'S INCORPORATED", a  
corporation organized and existing under the laws of the State of  
California, merging with and into the "SDSC, Inc.", a corporation  
organized and existing under the laws of the State of Delaware, under  
the name of "Shakey's Incorporated", as received and filed in this  
office the thirtieth day of May, A.D. 1974, 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.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* thirteenth *day*  
*of* June *in the year of our Lord*  
*one thousand nine hundred and* seventy-four.



*Robert H. Reed*

Robert H. Reed

Secretary of State

*MAR 20 1974*

Ass't Secretary of State

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of this 31st day of May, 1974, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between SDSC, Inc., a Delaware corporation, and Shakey's Incorporated, a California corporation.

WITNESSETH that:

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

WHEREAS, SDSC, Inc., by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on May 20, 1974, and recorded in the office of the Recorder of Deeds for the County of New Castle on May 20, 1974, has an authorized capital stock consisting of one million (1,000,000) shares of common stock having a par value of \$.10 per share, amounting in the aggregate to one hundred thousand dollars (\$100,000), of which ten thousand (10,000) shares are now issued and outstanding and shall be cancelled upon the merger; and

WHEREAS, Shakey's Incorporated, a corporation organized under the laws of the State of California, by its restated articles of incorporation which were filed in the office of the Secretary of State of California, on July 11,

1966, as amended by amendment filed in the office of the Secretary of State of California on September 26, 1967, has an authorized capital stock consisting of one hundred thousand (100,000) shares of \$1.00 per share par value, all of one class, amounting in the aggregate to one hundred thousand dollars (\$100,000) of which stock 94,166 shares are now issued and outstanding; and

WHEREAS, the registered office of SDSC, Inc. in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company; and the registered office of Shakey's Incorporated in the State of California is located at 235 Montgomery Street in the City of San Francisco, County of San Francisco, and the name and address of its registered agent is CT Corporation System:

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

FIRST: SDSC, Inc. hereby merges into itself Shakey's Incorporated and Shakey's Incorporated shall be and hereby is merged into SDSC, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of SDSC, Inc. is amended as follows:

1. Paragraph 1 is amended to state in its entirety: "The name of the corporation is Shakey's Incorporated."

2. Paragraph 4 is amended to state in its entirety: "The total number of shares of stock which the corporation shall have authority to issue is five million (5,000,000) and the par value of each of such shares is Ten Cents (\$.10), amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000)."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall be cancelled.

(b) All shares of common 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 into 2,097,496 shares of common stock of the surviving corporation.

(c) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the certificate to the surviving corporation and each such holder shall be entitled upon such sur-

render to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though the surrender and exchange had taken place.

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 they are altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders or 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 May 31, 1974.

(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

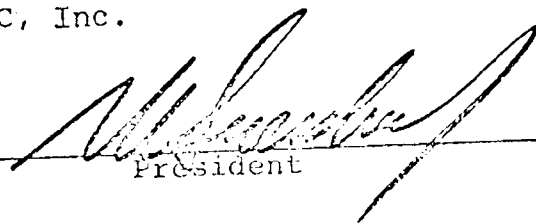
necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and 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.

SDSC, Inc.

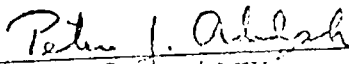
By

  
President

CORPORATE SEAL

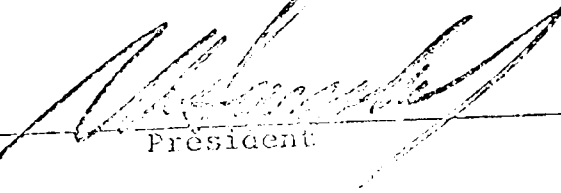
ATTEST:

By

  
Secretary

SHAKEY'S INCORPORATED

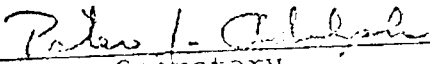
By

  
President

CORPORATE SEAL

ATTEST:

By

  
Secretary

I, Peter J. Adolph, Secretary of SDSC, Inc., 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 Shakey's Incorporated, a corporation of the State of California, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 94,166 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said SDSC, Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 24<sup>TH</sup> day of May, 1974.

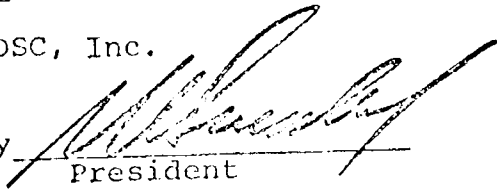
Peter J. Adolph  
Secretary



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 General Corporation Law of the State of California, 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 not hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said corporations, on this 24<sup>TH</sup> day of May, 1971.

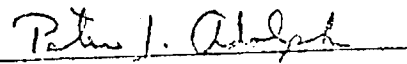
SDSC, Inc.

By

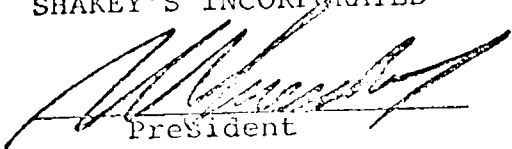
  
President

CORPORATE SEAL

ATTEST:


  
Secretary

SHAKEY'S INCORPORATED

  
President

CORPORATE SEAL

ATTEST:

  
Secretary