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Office of the Secretary of State

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SEC. OF STATE

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

"TRICON CAPITAL CORPORATION", A DELAWARE CORPORATION WITH AND INTO "GREYHOUND FINANCIAL CORPORATION" UNDER THE NAME OF "GREYHOUND FINANCIAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 1994, 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 DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE AFORESAID CERTIFICATE OF OWNERSHIP, THE CORPORATE EXISTENCE OF "TRICON CAPITAL CORPORATION" WAS TERMINATED.

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Edward J. Freel

SECRETARY OF STATE
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