



# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

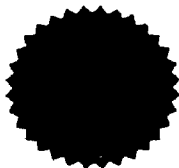
"BERGER FINANCIAL CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "BERGER BROS COMPANY" UNDER THE NAME OF  
"BERGER BROS COMPANY", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND  
FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D.  
2004, AT 8:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2004.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3596125

DATE: 01-05-05

**CERTIFICATE OF MERGER****OF****BERGER FINANCIAL CORP.****WITH AND INTO****BERGER BROS COMPANY**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>Statement of Incorporation</u>
Berger Financial Corp.	Delaware
Berger Bros Company	Pennsylvania

**SECOND:** That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Berger Bros Company, a Pennsylvania corporation.

**FOURTH:** That the Certificate of Incorporation of Berger Bros Company, a Pennsylvania corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 5445 Triangle Parkway, Suite 350, Norcross, Georgia, 30092.

**SIXTH:** That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That Berger Bros Company survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any

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constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 5445 Triangle Parkway, Suite 350, Norcross, Georgia 30092, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

**EIGHTH:** That this Certificate of Merger shall be effective on December 31, 2004.

Dated: December 31, 2004

BERGER BROS COMPANY

By: [Signature]  
Name: R. Sutt  
Title: C.F.O. & Secretary

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