

Michael Harkins



Office of Secretary of State

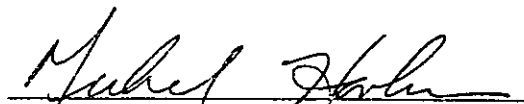
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF S AND A LEASING CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING SARA CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JULY, A.D. 1989, 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.

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729198099


Michael Harkins, Secretary of State

AUTHENTICATION: 12263302

DATE: 07/17/1989

BOOK 1672P1429

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SARA CORPORATION
INTO
S AND A LEASING CORP.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

S and A Leasing Corp., a Delaware corporation (the
"Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of Sara Corporation, a
Delaware corporation.

THIRD: That the Corporation, by the following resolutions of
its Board of Directors, duly adopted on the 17th day of July,
1989, determined to merge into itself Sara Corporation on the
conditions set forth in such resolution:

RESOLVED, that S and A Leasing Corp. merge into itself
its subsidiary, Sara Corporation, a Delaware corporation,
and assume all of said subsidiary's liabilities and
obligations;

FURTHER RESOLVED, that the President or Vice President
and the Secretary or Assistant Secretary be and they hereby
are directed to make, execute and acknowledge a certificate
of ownership and merger setting forth a copy of the
resolution to merge said Sara Corporation into this
corporation and to assume said subsidiary's liabilities and
obligations and the date of adoption thereof and to file the
same in the office of the Secretary of State of Delaware and
a certified copy thereof in the Office of the Recorder of
Deeds of New Castle County.

IN WITNESS WHEREOF, said S and A Leasing Corp. has
caused its corporate seal to be affixed and this certificate to
be signed by Marci M. McLean, its Senior Vice President, and
Carolyn A. Skelley, its Secretary, this 17th day of July, 1989.

✓ S AND A LEASING CORP.

ATTEST:

By: Carolyn A. Skelley
Carolyn A. Skelley
Secretary

By: Marci M. McLean
Marci M. McLean
Senior Vice President
PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 27 2 33 PM '89
JUL 27 1989
REGISTER OF DEEDS
FORSYTH CO. N.C.
\$7.00 pd DR

BOOK: 1672P1430