



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

111554-I

BREMER EHRLER
SECRETARY OF STATE
CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

APRIL 4, 1988

RICHARD A. MCGUIRK
C T CORPORATION SYSTEM
1635 BROADWAY
NEW YORK, N.Y. 10019

RE: BAKER PROTECTIVE SERVICES, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. () Articles of Amendment
- 2. () Restated Articles of Incorporation

516214

3. **XX**) Articles of Merger **BAKER PROTECTIVE SERVICES, INC. (QUAL.)**
INTO BAKER INDUSTRIES, INC. (NOT QUAL.) WERE FILED IN KENTUCKY ON
APRIL 4, 1988.

- 4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Bremer Ehrler
Secretary of State



ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

APR 4 1988

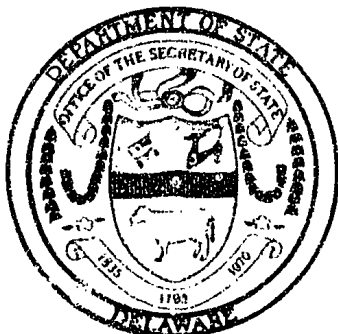
Beamer Earler
SECRETARY OF STATE

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 BAKER INDUSTRIES, INC. *NE* CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, ~~MERGING BAKER PROTECTIVE SERVICES, INC.~~ A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, *#111551-944* PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1987, AT 10:02 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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728091053

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11641483
DATE: 03/31/1988

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BAKER PROTECTIVE SERVICES, INC.
INTO
BAKER INDUSTRIES, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Baker Industries, Inc., 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
Baker Protective Services, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following
resolutions of its Board of Directors, duly adopted on
Thursday, December 17, 1987, determined to merge Baker
Protective Services, Inc. into the Corporation on the
conditions set forth in such resolutions:

RESOLVED, that, effective as of 9:03 a.m. (EST) on
December 31, 1987, the Corporation merge into itself its
subsidiary, Baker Protective Services, Inc., and assume
all of said subsidiary's liabilities and obligations;
and

FURTHER RESOLVED, that the President or any Vice
President and the Secretary or any Assistant Secretary
of this Corporation be, and each of them hereby is,
authorized to make, execute and acknowledge a
certificate of ownership and merger setting forth a copy
of the resolution to merge said Baker Protective
Services, Inc. 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 the State of Delaware and a
certified copy thereof in the Office of the Recorder of
Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, said Baker Industries, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Kenneth W. Oringer, its Vice President, and Paul L. Rathblott, its Secretary, this 17th day of December, 1987.

BAKER INDUSTRIES, INC.

By: Kenneth W. Oringer
Vice President

ATTEST:

By: Paul L. Rathblott
Secretary