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State of Delaware

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Vol. m89 Page - 6459

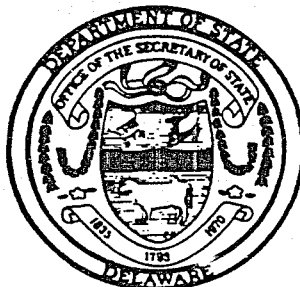


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF OWNERSHIP OF THE "QUALITY, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "QUALITY COMPONENTS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OREGON, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 1989, AT 11:30 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 THE SAID "QUALITY, INC.", HAS RELINQUISHED ITS CORPORATE TITLE AND ASSUMED IN PLACE



739075016

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12104902

DATE: 03/16/1989

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State of Delaware

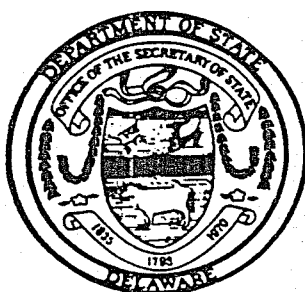
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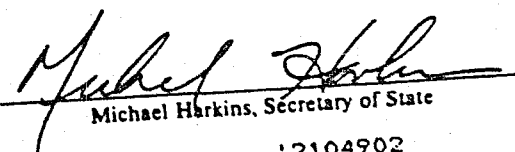
Office of Secretary of State

THEREOF "QUALITY COMPONENTS, INC."

! ! ! ! ! ! ! ! ! !



739075016


Michael Harkins, Secretary of State

AUTHENTICATION: 12104902

DATE: 03/16/1989

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING QUALITY COMPONENTS, INC. INTO QUALITY, INC.

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

Quality, Inc., a Delaware corporation (the
"Corporation") does hereby certify:

FIRST: That the Corporation was incorporated on
the 22nd day of November, 1988, and was duly organized
pursuant to the provisions of the General Corporation Law of
the State of Delaware.

SECOND: That the corporation owns all the
outstanding shares of each class of capital stock of Quality
Components, Inc., an Oregon corporation ("QCI").

THIRD: That the Corporation, by resolutions of
its board of directors duly adopted on the 17th day of
February, 1989 determined to and did, effective March 15,
1989 merge with and into itself QCI, pursuant to Section 253
of the General Corporation Law of the State of Delaware, and
that said resolutions provide:

WHEREAS, as of March 15, 1989 the Corporation will
own all the outstanding shares of each class of capital
stock of Quality Components, Inc., a corporation
organized and existing under the laws of Oregon
("QCI"), and

WHEREAS, the Corporation desires to merge with and
into itself QCI and to be possessed of all the estate,
property, rights, privileges and franchises of QCI.

NOW, THEREFORE, BE IT RESOLVED, that effective
March 15, 1989 the Corporation merge with and into
itself QCI, and that the Corporation assume all of
QCI's liabilities and obligations; and

FURTHER RESOLVED, that the name of the Corporation
shall, upon the effective time of such merger, be
changed from Quality, Inc. to Quality Components, Inc.;
and

FURTHER RESOLVED, that the president or a vice
president, and the secretary or treasurer of the
Corporation be and they hereby are directed to make and
execute, under the corporate seal of the Corporation, a
certificate of ownership and merger setting forth a

copy of the resolution, to merge QCI with and into the Corporation and cause the Corporation to assume QCI'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; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its president and attested by its secretary, and its corporate seal to be hereto affixed, the 10th day of March, 1989.

By: William N. Stout
William N. Stout,
President

ATTEST:

Newell V. Starks
Newell V. Starks,
Secretary

(Seal)

TRB567N

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co. the 17th day
of April A.D., 19 89 at 12:45 o'clock P M., and duly recorded in Vol. M89,
of Deeds/Mortgages on Page 6459.
Evelyn Biehn County Clerk
By Daniel M. Henderson

FEE \$23.00