

512751

CERTIFICATE OF MERGER
OF
MUNDET CORK CORPORATION
INTO
CROWN CORK & SEAL COMPANY, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

CROWN CORK & SEAL COMPANY, INC., a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York, said CROWN CORK & SEAL COMPANY, INC. owning at least ninety-five per cent of the outstanding shares of each class of MUNDET CORK CORPORATION, another domestic corporation duly organized and existing under and by virtue of the laws of the State of New York, does hereby certify and set forth:

1. The name of the subsidiary corporation to be merged is MUNDET CORK CORPORATION.

2. The name of the surviving corporation is CROWN CORK & SEAL COMPANY, INC.

3. The designation and number of outstanding shares of each class of MUNDET CORK CORPORATION and the number of such shares of each class owned by CROWN CORK & SEAL COMPANY, INC. is as follows:

<u>Designation of Outstanding Shares</u>	<u>Number of Outstanding Shares</u>	<u>Number of Outstanding Shares Owned by Sur- viving Corporation</u>
Single class of Capital Stock		
Par Value \$100 per share	23,780	23,645

3(a). The Board of Directors of CROWN CORK & SEAL COMPANY, INC. has adopted a plan of merger of MUNDET CORK CORPORATION into CROWN CORK & SEAL COMPANY, INC.

**PLAINTIFF'S
EXHIBIT**

CCS-31

4. MUNDET CORK CORPORATION survived as a result of a consolidation under Section 86 of the New York Stock Corporation Law between L. Mundet & Son and Mundet Cork Corp.

The certificate of incorporation of L. Mundet & Son was filed in the office of the Secretary of State of New York on January 7, 1908. The certificate of incorporation of Mundet Cork Corp. was filed in the office of the Secretary of State of New York on October 2, 1930. The certificate of consolidation of L. Mundet & Son and Mundet Cork Corp. into MUNDET CORK CORPORATION was filed in the office of the Secretary of State of New York on November 1, 1937.

5. The date when the certificate of incorporation of CROWN CORK & SEAL COMPANY, INC. was filed by the Department of State is the 19th day of December, 1927.

6. A copy of the plan of merger of MUNDET CORK CORPORATION into CROWN CORK & SEAL COMPANY, INC. was given to all the holders of shares of MUNDET CORK CORPORATION not owned by the surviving corporation, CROWN CORK & SEAL COMPANY, INC., on the 27th day of December, 1965.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 4th day of January, 1966.

WITNESS:

Lawrence D. Connelly

CROWN CORK & SEAL COMPANY, INC.

By

John J. Connelly
Chairman of the Board

and

By

Gordon W. Blair
Gordon W. Blair, Vice President

and

By

Henry S. Faus
Henry S. Faus, Secretary

V E R I F I C A T I O N

COMMONWEALTH OF PENNSYLVANIA:
COUNTY OF PHILADELPHIA SS.

John F. Connelly Gordon W. Blair
and Henry S. Faus , being first duly sworn, depose
and say that they are Ch. of the Board Vice President
and Secretary , respectively, of Crown Cork & Seal
Company, Inc., that they have read the foregoing certificate
and know the contents thereof and that the statements therein
contained are true.

John F. Connelly
John F. Connelly, Chairman of the Board
Gordon W. Blair
Gordon W. Blair, Vice President

Henry S. Faus
Henry S. Faus, Secretary

SWORN TO AND SUBSCRIBED

before me this 4th day
of January, 1966.

Shirley J. H.
Notary Public
My commission expires: 2-13-67

COMMONWEALTH OF PENNSYLVANIA:

SS.

COUNTY OF PHILADELPHIA

On the 4th day of January, 1966, before me personally came Henry S. Faus, to me known, who being by me duly sworn, did depose and say that he resides at 1300 Gilbert Road, Meadowbrook, Pa. that he is the Secretary of Crown Cork & Seal Company, Inc., the corporation described in and which executed the attached instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation; and that he signed his name thereto by like order.

Henry S. Faus
Notary Public
My commission expires: 2-13-67

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1/2/08
Munroe & Son
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1-08
Munroe & Son

2,600,000
\$4.00

10/11/37

Munroe & Son

CERTIFICATE OF MERGER OF
CORK CORPORATION INTO CROWN
CORK & SEAL COMPANY, INC.

12-19-27

UNDER SECTION 905 OF THE
BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 10 1966

TAX & FILING
FEB 10 1966

8,000,000
426,872
NOR

Secretary of State

31-M.F.

SHAPIRO, STALBERG, COOK,
MURPHY & KALODNER
ATTORNEYS AT LAW
306 SOUTH NINETEENTH STREET
PHILADELPHIA, PA. 19103