

CERTIFICATE OF CONSOLIDATION

of
L. MUNDET & SON and MUNDET CORK CORP.
into
MUNDET CORK CORPORATION

PURSUANT TO SECTION 86 OF THE STOCK CORPORATION LAW

* * * *

WE, THE UNDERSIGNED, being collectively the holders of record, of all of the outstanding shares of L. MUNDET & SON and of MUNDET CORK CORP., and constituting collectively the holders of record of all of the outstanding shares of each of said two corporations entitled to vote on the consolidation of such corporations, CERTIFY:

1. L. Mundet & Son, the certificate of incorporation of which was filed in the Department of State on January 7, 1908, and Mundet Cork Corp., the certificate of incorporation of which was filed in the Department of State on October 2, 1930, are the only corporations included in this consolidation.

2. The total number of shares which the said L. Mundet & Son is authorized to issue is 25,000, all of which have a par value of \$100 each, and the total number of shares which the said Mundet Cork Corp. is authorized to issue is 100, all of which have a par value of \$100 each.

3. The name of the consolidated corporation is MUNDET CORK CORPORATION. 101

4. The amount of the capital stock of the consolidated corporation shall be \$2,500,000, to consist of 25,000 shares of the par value of \$100 each, all of which shall be common stock.

5. The office of the corporation shall be located in the Borough of Brooklyn, County of Kings, City and State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served

PLAINTIFF'S
EXHIBIT

CCS-35

upon him is 65 South Eleventh Street, Brooklyn, New York.

6. The duration of the corporation shall be perpetual.

7. The number of the directors shall be not less than five nor more than seven. The directors need not be stockholders unless the by-laws of the corporation shall so require.

8. The consolidated corporation is not to be a new corporation.

9. The terms and conditions of the consolidation; the mode of carrying the same into effect; and the manner of converting or exchanging the shares of each of the constituent corporations are as follows:

25,000 full-paid and nonassessable shares of stock of the consolidated corporation of the par value of \$100 each shall be apportioned among and issued or paid by the consolidated corporation to the holders of the stock of L. Mundet & Son, which stock is now issued and outstanding in the amount of 25,000 shares of the par value of \$100 each, and each of such 25,000 shares of stock of L. Mundet & Son now issued and outstanding shall be converted into 1 share of stock of the consolidated corporation, and each holder of stock of L. Mundet & Son shall be entitled, upon surrender of the certificates representing the share or shares held by such holder, to receive in exchange for each share of such stock and all rights in respect thereof 1 share of stock of the consolidated corporation. None of the shares of the stock of the consolidated corporation is to be apportioned among the holders of the shares of stock of said Mundet Cork Corp. now outstanding, and no stock of the consolidated corporation shall be issued or exchanged for stock of Mundet Cork Corp. now issued and outstanding.

10. The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may

may be served.

11. The consolidated corporation is to be one of the constituent corporations and not a new corporation, and the name of such surviving constituent corporation is MUNDET CONK CORP.

12. The consolidated corporation reserves the right to amend, alter or repeal this certificate in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by or pursuant to this certificate, in its present form or as hereafter amended, are granted subject to this reservation.

13. If at any time the consolidated corporation shall deem or be advised that any further assignments, assurances in law or things are necessary or desirable to vest in the consolidated corporation the title to any property of L. Mundet & Son, the proper officers and directors of the said L. Mundet & Son shall and will execute all proper assignments and assurances in law and do all things necessary or proper to vest title to such property in the consolidated corporation.

IN WITNESS WHEREOF, we have made and subscribed this cer-

Attest this 25th day of October, 1937.

Joe Mundet (L.S.)

Leo C. McAuliffe (L.S.)

James M. Dwyer (L.S.)

Joseph Mundet (L.S.)

Miriam Mundet (L.S.)

Henry H. Bruns
by James M. Dwyer (L.S.)
Proxy

Catalina Mundet
Luis Gubert
by Joseph Mundet (L.S.)
Proxy

Holders of shares of L. Mundet & Son

L. Mundet & Son
By Joe Mundet
President

Attest: Leo C. McAuliffe
Secretary



Joe Mundet (L.S.)

Leo C. McAuliffe (L.S.)

James M. Dwyer (L.S.)

Henry H. Bruns
by James M. Dwyer (L.S.)
Proxy

Holders of shares of Mundet Cork Corp.

STATE OF NEW YORK)
COUNTY OF *Kings*) ss.:

On this *2nd* day of October, 1937, before me personally appeared JOSE MUNDET and MINNA MUNDET, to me known and known to me to be two of the individuals described in and who executed the foregoing instrument, and they duly severally acknowledged to me that they executed the same.

James S. Marshall
NOTARY PUBLIC, Kings County
Kings County Clerk's No. 27
Kings County Register's No. 94
Commission expires March 28, 1938



STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

Joseph On this *25th* day of October, 1937, before me personally appeared J. MUNDET, JR., and CLARENCE M. UNDERWOOD, to me known and known to me to be two of the individuals described in and who executed the foregoing instrument, and they duly severally acknowledged to me that they executed the same.

James S. Marshall
HORACE S. MARSHALL
NOTARY PUBLIC, New York County
N. Y. Co. CLK No. 89 Reg. No. 83377
Kings Co. CLK No. 186 Reg. No. 9534
Queens Co. CLK No. 657 Reg. No. 9534
Commission expires March 28, 1938



STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

On this *25th* day of October, 1937, before me personally appeared LEO C. MCAULIFFE, to me known and known to me to be one of the individuals described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

James S. Marshall
HORACE S. MARSHALL
NOTARY PUBLIC, New York County
N. Y. Co. CLK No. 89 Reg. No. 83377
Kings Co. CLK No. 186 Reg. No. 9534
Queens Co. CLK No. 657 Reg. No. 9534
Commission expires March 28, 1938



STATE OF NEW YORK) ss.:
COUNTY OF NEW YORK)

On this 25th day of October, 1937, before me personally appeared JOSEPH MUNDET, JR., to me known to be the individual described in and who executed the foregoing instrument and known to me to be the proxy for CATALINA MUNDET and LOUIS GUBERT, the individuals described in and who, by their said proxy executed the foregoing instrument, and the said JOSEPH MUNDET, JR., duly acknowledged to me that he executed the said instrument as the act and deed of the said CATALINA MUNDET and LOUIS GUBERT.

Horace S. Marshall
HORACE S. MARSHALL

NOTARY PUBLIC, New York City

N. Y. Co. CTK No. 80 Reg. No. 111

Kings Co. CTK No. 186 Reg. No. 111

Queens Co. CTK No. 661 Reg. No. 111

Commission expires March 29, 1938

STATE OF NEW YORK) ss.:
COUNTY OF KINGS)

On this 29th day of October, 1937, before me personally appeared CLARENCE M. UNDERWOOD, to me known to be the individual described in and who executed the foregoing instrument and known to me to be the proxy for HENRY H. BRUNS, the individual described in and who, by his said proxy executed the foregoing instrument, and the said CLARENCE M. UNDERWOOD duly acknowledged to me that he executed the said instrument as the act and deed of the said HENRY H. BRUNS.

NOTARY PUBLIC

Commission expires March 29, 1938

STATE OF NEW YORK) ss.:
COUNTY OF Kings)

On this 25th day of October, 1937, before me personally appeared JOSEPH MUNDET, who, being by me duly sworn, did depose and say that he resides in the Borough of Manhattan, City of New York; that he is the President of L. MUNDET & SON, the corporation described in and which executed the foregoing 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.

NOTARY PUBLIC, Kings County

Kings County Clerk's Office

Kings County Register

Commission expires March 29, 1938

STATE OF NEW YORK)
COUNTY OF Kings) ss.:

LEO C. MCCLIFFE, being duly sworn, deposes and says that he is the Secretary of L. MUNDET & SON, one of the constituent corporations named in the foregoing certificate of consolidation; that the persons who subscribed said certificate as holders of the shares of L. MUNDET & SON are the holders of record of all the outstanding shares of said corporation entitled to vote on the consolidation of the corporations named therein.

Sworn to before me this)
20th day of October, 1937.)

James W. Minchew

NOTARY PUBLIC, Kings County
Kings County Clerk's No. 27
Kings County Register's No. 1911
Commission expires March 30, 1938

Leo C. McCliffe



STATE OF NEW YORK)
COUNTY OF Kings) ss.:

LEO C. MCCLIFFE, being duly sworn, deposes and says that he is the Secretary of MUNDET CORK CORP., one of the constituent corporations named in the foregoing certificate of consolidation; that the persons who subscribed said certificate as holders of the shares of MUNDET CORK CORP. are the holders of record of all the outstanding shares of said corporation entitled to vote on the consolidation of the corporations named therein.

Sworn to before me this)
20th day of October, 1937.)

James W. Minchew

NOTARY PUBLIC, Kings County
Kings County Clerk's No. 27
Kings County Register's No. 1911
Commission expires March 30, 1938

Leo C. McCliffe



1-7-08
Blakey
*25,000
155-105

CERTIFICATE OF CONSOLIDATION

of

L. MUNDET & SON and MUNDET CORK COMP.

into

MUNDET CORK CORPORATION

PURSUANT TO SECTION 86 OF THE STOCK CORPORATION LAW

5278
101

10-2-30
revised
410.000
3870-75

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 1 - 1937

TAX \$
FILING FEE \$ 25

Richard J. Slyn
SECRETARY OF STATE

BY *[Signature]*
CASHIER

BURLINGAME, NOURSE & PETTIT
SINGER BUILDING 149 BROADWAY
NEW YORK CITY