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MERGER OR SHARE EXCHANGE

VAN DER AA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	22
Estimated Charge	\$350.00

RECEIVED

03 DEC -4 PM 3:53

DIVISION OF CORPORATIONS

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

03 DEC -4 AM 9:36

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 AND

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Corporate Filing

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 2, 2003

VAN DER AA HOLDINGS, INC.
2015 SPRING ROAD, SUITE 750
OAK BROOK, IL 60523

SUBJECT: VAN DER AA HOLDINGS, INC.
REF: F03000005664

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ATC/VANCOM MANAGEMENT SERVICES OF PENSACOLA, FLORIDA LIMITED PARTNERSHIP was revoked on 9-26-03. This entity must be reinstated before the merger can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000327565
Letter Number: 603A00064648

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ARTICLES OF MERGER

Pursuant to Section 620.203, Florida Statutes, the undersigned entities hereby adopt and submit the following Articles of Merger for the purpose of effecting the merger (the "Merger") of the Merging Entities (as defined below) with and into Van Der Aa Holdings, Inc., a Delaware corporation (the "Surviving Entity").

FIRST: The exact name, street address of its principal office, jurisdiction of formation, organization or incorporation, and entity type for each merging entity (each, a "Merging Entity") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. ATC/Vancom of California L.P. c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	California	Limited Partnership

Florida Document/Registration Number: NONE

FEI Number: 68-0343872

2. ATC/Vancom of Nevada Limited Partnership c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	Nevada	Limited Partnership
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Florida Document/Registration Number: NONE

FEI Number: 88-0328572

3. ATC/Vancom of Georgia L.P. c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	Georgia	Limited Partnership
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Florida Document/Registration Number: NONE

FEI Number: 36-4365089

4. ATC/VANCOM OF MICHIGAN LIMITED PARTNERSHIP c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	Michigan	Limited Partnership
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Florida Document/Registration Number: NONE

FEI Number: 36-4130156

5. ATC/VANCOM OF TEXAS L.P. c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	Texas	Limited Partnership
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Florida Document/Registration Number: NONE

FEI Number: 36-4281089

EFFECTIVE DATE
12/3/05

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6. ATC/Vancom Management Services of
Pensacola, Florida Limited Partnership
c/o ATC/Vancom, Inc.
2015 Spring Road, Suite 750
Oak Brook, Illinois 60523

Florida

Limited Partnership

Florida Document/Registration Number: A97000002111

FEI Number: 36-4185621

SECOND: The exact name, street address of its principal office, jurisdiction of incorporation, and entity type of the Surviving Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Van Der Aa Holdings, Inc. c/o ATC/Vancom, Inc. 2015 Spring Road, Suite 750 Oak Brook, Illinois 60523	Delaware	Corporation

Florida Document/Registration Number: F03000005664

FEI Number: 36-4126606

THIRD: The Plan of Merger (which is attached hereto as Exhibit A and incorporated by reference in these Articles of Merger) meets the requirements of section 620.201, Florida Statutes, and was approved in writing by the sole general partner and the sole limited partner of ATC/Vancom Management Services of Pensacola, Florida Limited Partnership (the "Florida Partnership"), the Florida domestic limited partnership that is a party to the merger, in accordance with the Florida Revised Uniform Limited Partnership Act (1986), Chapter 620, Part I, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the Merger in accordance with the respective laws of the applicable jurisdictions in which such business entities are formed, organized or incorporated, as applicable.

FIFTH: The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting partners of the Florida Partnership, the Florida domestic limited partnership that is a party to the Merger.

SIXTH: The Surviving Entity agrees to pay the dissenting partners of the Florida Partnership (the Florida domestic limited partnership that is a party to the Merger) the amount, if any, to which they are entitled under section 620.205, Florida Statutes.

SEVENTH: The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The Merger shall become effective as of December 31, 2003 at 12:01 a.m. EST.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction of formation, organization or incorporation.

IN WITNESS WHEREOF, Merging Entities (including the Florida Partnership) have caused these Articles of Merger to be signed on their behalf by their respective general partners, and the

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Surviving Entity has caused these Articles of Merger to be signed on its behalf by its duly authorized representatives, on this 1st day of November 2003.

MERGING ENTITIES:

ATC/VANCOM OF TEXAS L.P.,
a Texas limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner

By: James Long
James Long, President

ATC/VANCOM OF CALIFORNIA L.P.,
a California limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner

By: James Long
James Long, President

ATC/VANCOM OF NEVADA LIMITED
PARTNERSHIP, a Nevada limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner

By: James Long
James Long, President

ATC/VANCOM OF GEORGIA L.P.,
a Georgia limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner

By: James Long
James Long, President

ATC/VANCOM OF MICHIGAN LIMITED
PARTNERSHIP, a Michigan limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner

By: James Long
James Long, President

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TALLAHASSEE, FLORIDA

AND
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ATC/VANCOM MANAGEMENT SERVICES OF
PENSACOLA, FLORIDA,
a Florida limited partnership

By: ATC/VANCOM, INC., an Illinois corporation,
its sole general partner.

By: James Long
James Long, President

SURVIVING ENTITY:

VAN DER AA HOLDINGS, INC.,
a Delaware corporation

By: James Long
James Long, President

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TALLAHASSEE, FLORIDA

EXHIBIT "A"
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is made as of November 1, 2003 by and among Van Der Aa Holdings, Inc., a Delaware corporation (the "Surviving Company"), and ATC/Vancom of California L.P., a California limited partnership, ATC/Vancom of Nevada Limited Partnership, a Nevada limited partnership, ATC/Vancom of Georgia L.P., a Georgia limited partnership, ATC/VANCOM OF MICHIGAN LIMITED PARTNERSHIP, a Michigan limited partnership, ATC/VANCOM OF TEXAS L.P., a Texas limited partnership, and ATC/Vancom Management Services of Pensacola, Florida Limited Partnership, a Florida limited partnership (collectively, the "Merging Companies") (the Merging Companies and Surviving Company are collectively referred to herein as the "Constituent Companies").

WITNESSETH:

WHEREAS, the Surviving Company is the sole limited partner of each of the Merging Companies, holding a 99% limited partnership interest in each of the Merging Companies (the "Limited Partnership Interests");

WHEREAS, ATC/Vancom, Inc., an Illinois corporation, is the sole general partner of each of the Merging Companies, holding a 1% general partnership interest in each of the Merging Companies (the "General Partnership Interests");

WHEREAS, the Constituent Companies desire to effect a merger (the "Merger"), whereby the Merging Companies will be merged with and into the Surviving Company and the outstanding Limited Partnership Interests of each of the Merging Companies will be extinguished and the General Partnership Interests of each of the Merging Companies being converted into stock of the Surviving Company, as described herein;

WHEREAS, the general partner and limited partner of each of the Merging Companies have approved this Plan of Merger;

WHEREAS, a list of addresses of each Merging Company is attached hereto as Exhibit "A";

WHEREAS, the Board of Directors of the Surviving Company has approved this Plan of Merger and the Board of Directors of the Surviving Company has directed that it be submitted to its stockholder for approval and adoption, and such stockholder has approved and adopted this Plan of Merger, as required by applicable law;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and covenants contained herein, and for the purpose of prescribing the terms and conditions of the Merger, and such other details and provisions as the parties hereto deem necessary or desirable, the parties hereto agree as follows:

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ARTICLE ONE

1.1 At the Effective Time (as defined below), the Merging Companies shall be merged with and into the Surviving Company, and the Surviving Company shall continue to exist under and be governed by the laws of the State of Delaware. The registered office of the Surviving Company in the State of Delaware will continue to be located at 1209 Orange Street, Wilmington, Delaware 19801 and its registered agent at such address will continue to be The Corporation Trust Company.

1.2 Except as may otherwise be set forth in this Plan of Merger, the corporate existence and identity of the Surviving Company, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger, and the limited partnership existence and identity of each of the Merging Companies, with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Time, shall be merged with and into the Surviving Company, as the Surviving Company, and the Surviving Company shall be vested fully therewith, and the separate limited partnership existence and identity of each of the Merging Companies shall thereafter cease, except to the extent continued by applicable law.

ARTICLE TWO

The Merger shall become effective as of December 31, 2003. The time when the Merger shall become effective, as defined by this Article Two, is herein called the "Effective Time."

ARTICLE THREE

3.1 The Articles of Incorporation of the Surviving Company in effect at the Effective Time, a true and correct copy of which is attached hereto as Exhibit "B", shall constitute the Articles of Incorporation of the Surviving Company until further amended, altered or repealed in the manner provided by law.

3.2 The By-Laws of the Surviving Company in effect at the Effective Time shall be the By-Laws of the Surviving Company until amended, altered or repealed in the manner provided by law.

3.3 The officers and directors of the Surviving Company duly acting immediately prior to the Effective Time shall be the officers and directors of the Surviving Company after the Effective Time, and shall serve in such capacities in accordance with the By-Laws of the Surviving Company until the next annual meeting of stockholders of the Surviving Company or until their respective successors are elected and qualified.

3.4 All corporate or limited partnership acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Companies, their respective, partners, stockholders, Boards of Directors, committees elected or appointed by their Boards of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes on and after the Effective Time as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of

the Surviving Company and shall be as effective and binding thereon as the same were with respect to the Constituent Companies immediately prior to the Effective Time.

ARTICLE FOUR

4.1 The obligations of the Surviving Company and the Merging Companies outstanding immediately before the Effective Time shall continue after the Effective Time as obligations of the Surviving Company.

4.2 At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Companies or their respective stockholders or partners, (i) the Limited Partnership Interests of each of the Merging Companies shall be extinguished and shall cease to exist, and (ii) the General Partnership Interests of each of the Merging Companies shall automatically be converted into the right to receive the following number of shares of the common stock of the Surviving Company for the General Partnership Interest of each Merging Company set forth below:

<u>Merging Company</u>	<u>Number of Shares of Surviving Company Received for General Partnership Interest</u>
ATC/Vancom of California L.P.	19 shares
ATC/Vancom of Nevada Limited Partnership	6 shares
ATC/Vancom of Georgia L.P.	1 share
ATC/VANCOM OF MICHIGAN LIMITED PARTNERSHIP	1 share
ATC/VANCOM OF TEXAS L.P.	1 share
ATC/Vancom Management Services of Pensacola, Florida Limited Partnership	1 share

ARTICLE FIVE

5.1 At the Effective Time, all rights, title and interests to all property owned by each of the Merging Companies shall be allocated to and vested in the Surviving Company without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon.

5.2 The Surviving Company shall, at the Effective Time and thereafter, be responsible and liable for all liabilities and obligations of each of the Merging Companies, and a proceeding pending against any Merging Company may be continued as if the Merger did not occur, or the Surviving Company may be substituted in the proceeding in place of any Merging Company.

5.3 The Surviving Company shall, at the Effective Time and thereafter, be responsible for the payment of all fees and franchise taxes of the Merging Companies, and the Surviving Company will be obligated to pay such fees and franchise taxes if the same are not timely paid.

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ARTICLE SIX

6.1 This Plan of Merger may be executed by the parties hereto in counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one instrument.

6.2 Subject to applicable law, this Plan of Merger may be amended, modified or supplemented only by written agreement of the Merging Companies and the Surviving Company at any time before the Effective Time.

6.3 This Plan of Merger may be terminated at any time prior to the Effective Time by mutual agreement of the parties hereto.

6.4 The general partner and limited partner of each of the Merging Companies hereby expressly waive notice of any action to approve this Plan of Merger (including but not limited to any notice required under Section 620.202(3), Florida Statutes).

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IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger, which may be executed in multiple counterparts, to be executed by and on its behalf and in its corporate or limited partnership name as of the date first above written.

VAN DER AA HOLDINGS, INC.,
a Delaware corporation

By: *James Long*
James Long, President

ATC/VANCOM OF CALIFORNIA L.P.,
a California limited partnership

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

ATC/VANCOM OF NEVADA LIMITED
PARTNERSHIP, a Nevada limited partnership

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

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TALLAHASSEE, FLORIDA

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ATC/VANCOM OF GEORGIA L.P.,
a Georgia limited partnership

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

**ATC/VANCOM OF MICHIGAN LIMITED
PARTNERSHIP, a Michigan limited partnership**

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

ATC/VANCOM OF TEXAS L.P.,
a Texas limited partnership

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

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TALLAHASSEE, FLORIDA

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**ATC/VANCOM MANAGEMENT SERVICES
OF PENSACOLA, FLORIDA LIMITED
PARTNERSHIP, a Florida limited partnership**

By: ATC/Vancom, Inc., an Illinois
corporation, its general partner

By: *James Long*
James Long, President

By: Van Der Aa Holdings, Inc., a Delaware
corporation, its limited partner

By: *James Long*
James Long, President

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TALLAHASSEE, FLORIDA

Exhibit "A"

Address for all the Merging Companies is as follows:

c/o ATC/Vancom, Inc.
2015 Spring Brook Road, Suite 750
Oak Brook, Illinois 60323

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TALLAHASSEE, FLORIDA

Exhibit "B"

[ARTICLES OF INCORPORATION OF VAN DER AA HOLDINGS, INC.]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VAN DER AA HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

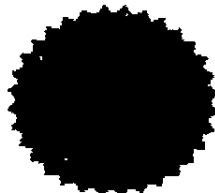
CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF JANUARY, A.D. 1997, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030749087

AUTHENTICATION: 2763926

DATE: 11-20-03

**Certificate of Incorporation
of
Van Der Aa Holdings, Inc.**

FIRST: The name of the corporation is Van Der Aa Holdings, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington Delaware 19801 in the county of New Castle. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "GCL").

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of Common Class A (Voting) stock, par value of \$.01 per share and 3,000 shares of Common Class B (Non-Voting) stock, par value of \$.01 per share.

FIFTH: The name and mailing address of the Corporation's incorporator is:

<u>Name</u>	<u>Mailing Address</u>
Diane M. Kubel	c/o Katten Muchin & Zavis 525 West Monroe Street, Suite 1600 Chicago, Illinois 60661-3893

SIXTH: The name and business address of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Mailing Address</u>
John G. Van Der Aa	One Mid America Plaza, Suite 401 Oakbrook Terrace, IL 60181
Terry L. Van Der Aa	One Mid America Plaza, Suite 401 Oakbrook Terrace, IL 60181

SEVENTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation (the "By-Laws").

EIGHTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the By-Laws.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the GCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

TENTH: The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the GCL.

The Corporation shall:

- (a) indemnify, to the fullest extent permitted by the GCL, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable

cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful; and

- (b) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper; and
- (c) indemnify any director or officer against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article TENTH (a) and (b), or in defense of any claim, issue or matter therein; and
- (d) make any indemnification under Article TENTH (a) and (b) (unless ordered by a court) only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in Article TENTH (a) and (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors

who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders of the Corporation; and


- (e) pay expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article TENTH; and
- (f) not deem the indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article TENTH exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or officers or otherwise, both as to action in a director's or officer's official capacity and as to action in another capacity while holding such office; and
- (g) have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article TENTH; and
- (h) deem the provisions of this Article TENTH to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article TENTH is in effect and any repeal or modification of this Article TENTH shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon such state of facts. The provisions of this Article TENTH shall not be deemed to be a contract between the Corporation and any directors or officers of any other Corporation (the "Second Corporation") which shall merge into or consolidate with this Corporation when this Corporation shall be the surviving or resulting Corporation, and any such directors or

officers of the Second Corporation shall be indemnified to the extent required under the GCL only at the discretion of the board of directors of this Corporation; and

- (i) continue the indemnification and advancement of expenses provided by, or granted pursuant to, this Article TENTH, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is such incorporator's act and deed and that the facts stated therein are true.

Dated: January 21, 1997


Incorporator, Diane M. Kubel
c/o Katten Muchin & Zavis
625 West Monroe Street, Suite 1600
Chicago, Illinois 60661-3693

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/20/2000
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
VAN DER AA HOLDINGS, INC.**

Pursuant to the provisions of Section 142 of the General Corporation Law of the State of Delaware (the "General Corporation Law"), Van Der Aa Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous consent pursuant to Section 141(f) of the General Corporation Law, adopted a resolution setting forth and declaring advisable the following proposed amendment to the Certificate of Incorporation of the Corporation.

"RESOLVED, that Article Fourth the Certificate of Incorporation of the Corporation be amended (the "Amendment") to read in its entirety:

Fourth: The total number of shares of capital stock which the Corporation shall have the authority to issue is two thousand (2,000) shares of Common Class A (Voting) stock, par value of \$0.01 per share and three thousand (3,000) shares of Common Class B (Non-Voting) common stock, par value of \$0.01 per share."

SECOND: That thereafter, pursuant to resolution of the Board of Directors, and in lieu of a special meeting of the stockholders of the Corporation, the proposed amendment was approved by the written consent of the holder of a majority of the outstanding shares of capital stock of the Corporation, pursuant to Section 228 of the General Corporation Law.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

FOURTH: That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed this 19th day of December, 2000.

VAN DER AA HOLDINGS, INC.

By:


Larry K. Durham, Vice President and Assistant Secretary