

216
State of Delaware

PAGE 1



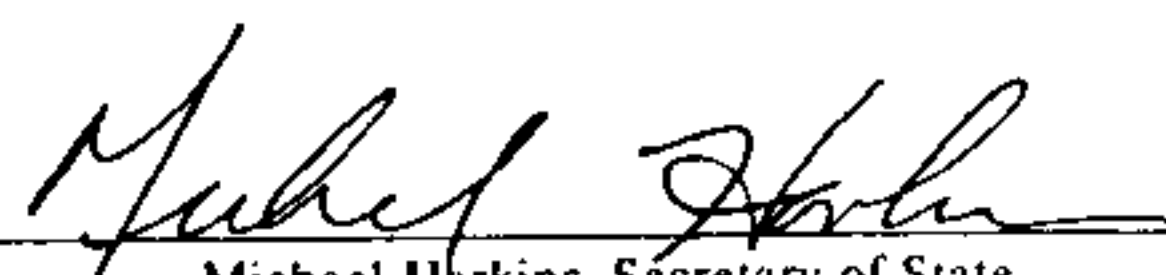
Office of Secretary of State

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 MERGER OF "CANTEEN CORPORATION" AND "RIVER VIEW CAPITAL CORPORATION" AND "SPARTAN FOOD SYSTEMS, INC." AND "TRANSWORLD CAPITAL CORPORATION" AND "VISTA INTERNATIONAL CORPORATION" AND "605 CORPORATION" MERGING WITH AND INTO "TW SERVICES, INC." UNDER THE NAME OF "TW SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1986, AT 2:30 O'CLOCK P.M.

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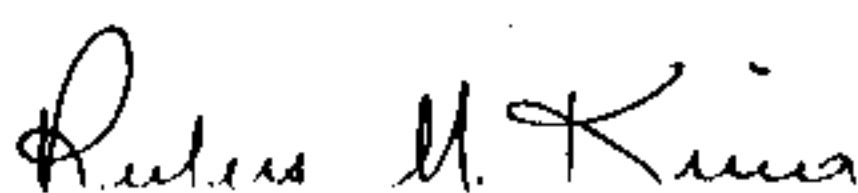


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Michael Harkins, Secretary of State

AUTHENTICATION: 12419482

DATE: 11/21/1989



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CERTIFICATE OF MERGER
OF
CANTEEN CORPORATION,
SPARTAN FOOD SYSTEMS, INC.,
TRANSWORLD CAPITAL CORPORATION,
VISTA INTERNATIONAL CORPORATION,
605 CORPORATION
AND
RIVER VIEW CAPITAL CORPORATION
INTO
TW SERVICES, INC.

UNDER SECTION 251 OF THE
GENERAL CORPORATION LAW OF
THE STATE OF DELAWARE

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, TW Services, Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of Canteen Corporation ("Canteen"), Spartan Food Systems, Inc. ("Spartan"), Transworld Capital Corporation ("Transworld Capital"), Vista International Corporation ("Vista"), 605 Corporation ("605") and River View Capital Corporation ("River View"), each of which is a Delaware corporation, with and into the Company (the "Merger").

1. The names and states of incorporation of the Company, Canteen, Spartan, Transworld Capital, Vista, 605 and River View, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
TW Services, Inc.	Delaware
Canteen Corporation	Delaware
Spartan Food Systems, Inc.	Delaware
Transworld Capital Corporation	Delaware
Vista International Corporation	Delaware
605 Corporation	Delaware
River View Capital Corporation	Delaware

2. The Agreement and Plan of Merger, dated as of December 30, 1986, among the Company, Canteen, Spartan, Transworld Capital, Vista, 605 and River View (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Sections 251(c) and 228 of the General Corporation Law of the State of Delaware.

3. The name of the corporation surviving the Merger is "TW Services, Inc."

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Company in effect immediately prior to the Effective Time (as defined in the Merger Agreement) shall be the Certificate of Incorporation of the surviving corporation.

5. An executed Merger Agreement is on file at the principal place of business of the surviving corporation, which is located at 605 Third Avenue, 41st Floor, New York, New York 10158.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 30th day of December, 1986.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 JAN -4 AM 10:31

Thomas W. Shivers, Jr.
JUDGE OF PROBATE

TW SERVICES, INC.

By: *L. E. Smart*
Name: L. E. SMART
Title: CHAIRMAN

Attest:

Rec 7.50
Ind 3.00
10.50

John J. Keefe
Name: John J. Keefe
Title: Vice President - Administration,
General Counsel and Corporate Secretary

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