

AGREEMENT AND PLAN OF MERGER

PENN CENTRAL TECHNICAL SECURITY COMPANY (hereinafter called the "Merging Company"), a corporation incorporated under the laws of the State of Delaware, and VITRO CORPORATION (hereinafter called the "Surviving Company"), a corporation also incorporated under the laws of the State of Delaware, agree that:

1. The Merging Company shall be merged into the Surviving Company.

2. The terms and conditions of this merger and the mode of carrying same into effect are as set forth in this Agreement and Plan of Merger. The Certificate of Incorporation of the Surviving Company shall not be amended by this merger. The Surviving Company shall continue to exist as a corporation incorporated under the laws of the State of Delaware, and its name shall continue unchanged.

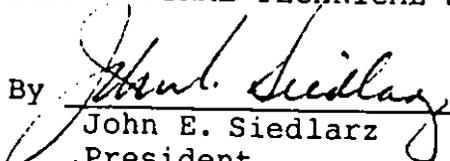
3. All the issued and outstanding shares of stock of the Merging Company are owned by Penn Central Federal Systems Company and such shares shall, upon consummation of the merger, be surrendered for cancellation, and the holder thereof shall not be entitled to receive anything in exchange therefor. The merger shall make no change in the shares of stock of the Surviving Company issued and outstanding on the effective date of the merger.

4. This Agreement and Plan of Merger and the merger herein provided for may be terminated by the Board of Directors of the Merging Company or the Surviving Company at any time prior to the filing of this document.

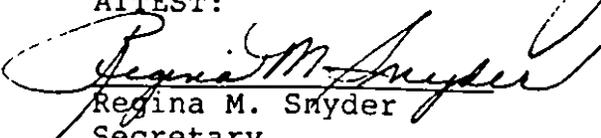
IN WITNESS WHEREOF, the parties hereto have caused this document to be executed by their respective duly authorized officers this 30th day of June, 1987.

PENN CENTRAL TECHNICAL SECURITY COMPANY

By

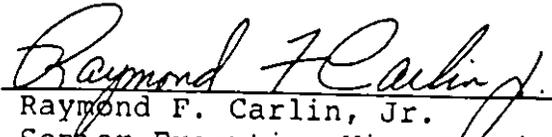
  
John E. Siedlarz  
President

ATTEST:

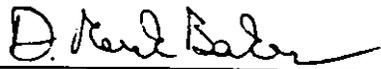
  
Regina M. Snyder  
Secretary

VITRO CORPORATION

By

  
Raymond F. Carlin, Jr.  
Senior Executive Vice President

ATTEST:

  
D. Mark Baker  
Secretary

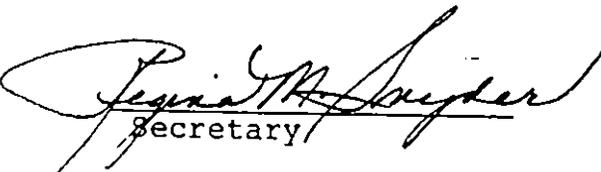
I, D. Mark Baker, Secretary of VITRO CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of Penn Central Technical Security Company, a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the sole stockholder of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of said stockholder and the duly adopted agreement and act of the Corporation.

WITNESS my hand on this 30th day of June, 1987.

  
Secretary

I, Regina M. Snyder, Secretary of PENN CENTRAL TECHNICAL SECURITY COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of Vitro Corporation, a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the sole stockholder of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of said stockholder and the duly adopted agreement and act of the Corporation.

WITNESS my hand on this 30 June, 1987.

  
Secretary

09/08/87 PAID 0147A001  
CF50 50.00  
CHEK 50.00

SEP 21 1987  
Su

26021



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 AGREEMENT OF MERGER OF "PENN CENTRAL TECHNICAL SECURITY COMPANY" MERGING WITH AND INTO "VITRO CORPORATION" UNDER THE NAME OF "VITRO CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF AUGUST, A.D. 1987, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !



727226048

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: !1361600

DATE: 08/14/1987