

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MACK TRUCKS, INC.
(A Delaware Corporation)

INTO

MACK TRUCKS, INC.
(A Pennsylvania Corporation)

*** * * ***

MACK TRUCKS, INC., a corporation organized and existing under the laws of Pennsylvania,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 10th day of December, 1974 (as Herodo Trucks, Inc.), pursuant to the Business Corporation Law of the State of Pennsylvania, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of the State of Pennsylvania.

SECOND: That this Corporation owns all of the outstanding shares of the stock of **MACK TRUCKS, INC.**, a corporation incorporated on the 20th day of July, 1967, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions duly adopted by its Board of Directors at a meeting duly called and held on December 20, 1974, at which meeting a quorum was present and voting throughout, determined, upon the effective date set forth in the Plan and Agreement of Merger referred to in said resolutions, to merge into itself **MACK TRUCKS, INC.**, a Delaware corporation):

RESOLVED, that the Plan and Agreement of Merger dated December 20, 1974, a copy of which is attached to and made part of this resolution, between this Corporation and Mack Trucks, Inc., a Delaware corporation (hereinafter in these resolutions referred to as "Old Mack"), be, and the same hereby is, adopted and approved: and it was further

RESOLVED, that, upon the effective date of the merger as set forth in said Plan and Agreement of Merger, this Corporation hereby merges into itself Old Mack, and Old Mack shall, upon such effective date, be merged into this Corporation, which shall be the surviving corporation; and it was further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to execute all such documents and to take such other action as may be required to cause the merger of Old Mack into this Corporation to become effective on the date specified in said Plan and Agreement of Merger.

FOURTH: That this Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of MACK TRUCKS, INC., a Delaware corporation, as well as for enforcement of any obligation of this Corporation, as the surviving corporation, arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, and this Corporation, as the surviving corporation, does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 2100 Mack Boulevard, Allentown, Pennsylvania 18105, until this Corporation, as the surviving corporation, shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to this Corporation, Mack Trucks, Inc., a Pennsylvania corporation, at the above address.

IN WITNESS WHEREOF, said MACK TRUCKS, INC., a Pennsylvania corporation, has caused this certificate to be signed by Roger W. Mullin, Jr.,


its Vice Chairman, and attested by Donald S. Bowie, Jr., its Secretary,

this 20th day of December, 1974.

MACK TRUCKS, INC.
(a Pennsylvania corporation)

By 
Vice Chairman

ATTEST:

By 
Secretary