BOOK 6782 PAGE 115

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the ARTICLES OF MERGER and PLAN OF MERGER by and between PEP INDUSTRIES, INC., a Tennessee Corporation and ALCOA FUJIKURA LTD, a Delaware Not Qualified Corporation, Merging into a Single Corporation, ALCOA FUJIKURA LTD. INC., a Qualified Delaware Corporation, as the Surviving and Continuing Corporation, was filed in this office on the 30th day of January, 1986.

FEB 13 10 06 AM '86
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN

IDENTIFICATION REFERENCE

7578O

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 30th **day of** January **in the year of our Lord nineteen hundred** eighty-six

Gentry Crowell
Secretary of State

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ARTICLES OF MERGER OF A DOMESTIC CORPORATION INTO ALCOA FUJIKURA LTD.

Pursuant to the provisions of Section 48-906 of the Tennessee General Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging into a single corporation: BOOK 6782 PAGE 116

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

Name of Corporation	State
Pep Industries, Inc.	Tennessee
Alcoa Fujikura Ltd.	Delaware

2. The laws of the state under which such foreign corporation is organized permits such merger.

3. The name of the surviving corporation is Alcoa Fujikura Ltd. and it is to be governed by the laws of the State of Delaware.

4. The attached plan of merger was duly approved by the unanimous written consent of the shareholder of the undersigned domestic corporation in the manner prescribed by the Tennessee General Corporation Act on January 20, 1986, and was duly approved by the undersigned foreign corporation on January 20, 1986, in the manner prescribed by the laws of the state under which it is organized.

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SECRETARY OF STATE
1986 JAN 30 PM 1:43

5. Since the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and, if a corporation for profit, in any proceeding for the enforcement of the rights of a shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of the State of Tennessee as its agent to accept process in any such proceeding; and (c) if a corporation for profit, agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Tennessee General Corporation Act with respect to the rights of dissenting shareholders.

BOOK 6782 PAGE 117

6. If the merger is not to be effective when these articles are filed by the Secretary of State, the date it will be effective is January 31, 1986.

Dated January 30, 1986.

PEP INDUSTRIES, INC.

By Leslie Dorris Kelly

ALCOA FUJIKURA LTD.

By Robert H. Barton

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1986 JAN 30 PM 1:43

PLAN OF MERGER

PLAN OF MERGER, dated this 20th day of January 1986, made by and between ALCOA FUJIKURA, LTD. (hereinafter referred to as "AFL" or the "Surviving Corporation"), a corporation duly organized and existing under the laws of the State of Delaware, and PEP INDUSTRIES, INC., (hereinafter referred to as "PEP" or the "Merged Corporation"), a corporation duly organized and existing under the laws of the State of Tennessee. BOOK 6782 PAGE 118

W I T N E S S E T H :

WHEREAS, the board of directors of each of said constituent corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective shareholders that PEP be merged into AFL; and

WHEREAS, AFL was incorporated by the filing of a Certificate of Incorporation in the office of the Secretary of State of Delaware on the 2nd day of November 1984, and has an authorized capital stock consisting of one hundred thousand (100,000) shares of common stock of the par value of One Dollar

SECRETARY'S
1986 JAN 30 PM 1:43

($1.00) each, of which capital stock one hundred (100) shares of such common stock are now issued and outstanding and fifty-one (51) of which are owned of record and beneficially by Alcoa Securities Corporation and forty-nine (49) of which are owned of record and beneficially by Fujikura Ltd.; and

WHEREAS, PEP by its Articles of Incorporation which were filed in the office of the Secretary of the State of Tennessee on May 17, 1955 has an authorized capital stock consisting of two hundred thousand (200,000) shares of common stock with no par value of which capital stock one hundred sixteen thousand three hundred sixty eight (116,368) shares of such common stock are now issued and outstanding and are owned of record and beneficially by Alcoa Fujikura Limited; and

WHEREAS, the registered office of AFL in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is Corporation Trust Company; and the registered office of PEP in the State of Tennessee is located at 6115 Robertson Avenue, in the City of Nashville, County of Davidson; and

WHEREAS, the provisions of Section 252 of the General Corporation Law of Delaware authorize the merger of a corporation organized under the laws of other states into a corporation organized under the said laws of Delaware, and

SECRETARY OF STATE
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1986 JAN 30 PM 1:43

Section 48-1-906 of the Tennessee General Corporation Act authorizes the merger of a corporation organized under the laws of the State of Tennessee into a corporation organized under the laws of another state;

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree as follows:

FIRST: PEP shall be and hereby is merged into AFL, and AFL hereby merges into itself PEP; AFL shall be the continuing and surviving corporation and shall be governed by the General Corporation Law of the State of Delaware.

SECOND: The name of the Surviving Corporation is and shall be Alcoa Fujikura Ltd.

THIRD: The place in Delaware where the registered office of said Surviving Corporation is to be located is 1209 Orange Street, Wilmington, Delaware 19801.

FOURTH: The purposes of the said Surviving Corporation are and shall be to manufacture fiber optical ground wire, aerial optical cable, optical cable-duct type, optical cable-direct buried, automotive wiring assemblies and insulated wire products and to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of Delaware.

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SECRETARY OF STATE
1986 JAN 30 PM 1:43

FIFTH: The authorized capital stock of the Surviving Corporation shall be one hundred thousand (100,000) shares of Common Stock of the par value of one Dollar ($1.00) per share.

BOOK 6782 PAGE 121

SIXTH: The directors of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified, except in the case of earlier death, resignation or removal.

SEVENTH: The by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the regulations of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

EIGHTH: Corporation Trust Company located in the Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, is hereby appointed as agent on which process, notices and demands against any constituent corporation or the Surviving Corporation may be served.

NINTH: The manner of disposing of the outstanding shares of the capital stock of each of the constituent corporations shall be as follows:

(a) Each share of the common stock of the Merged Corporation which shall be issued and outstanding

SECRETARY
1986 JAN 30 PM 1:43

immediately prior to the effective date of this merger shall be surrendered and cancelled on the effective date of the merger.

BOOK 6782 PAGE 122

(b) No cash, property, securities, or other consideration shall be offered in exchange for the shares of the Merged Corporation that are surrendered and cancelled pursuant to paragraph (a) above.

(c) Each share of the common stock of the Surviving Corporation which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding after the effective date of the merger.

TENTH: Upon the date when this Plan of Merger shall become effective, the separate existence of PEP shall cease and PEP shall be merged into the Surviving Corporation in accordance with this Plan of Merger.

The Surviving Corporation shall be possessed of all assets and property of every description, real, personal and mixed, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the Surviving Corporation without further act or

SECRETARY OF STATE
1986 JAN 30 PM 1:43

deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger.

The Surviving Corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders.

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger.

ELEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by the board of directors of either party, at any time prior to the filing of the articles of merger or the certificate of merger with the secretary of state of either Delaware or Tennessee notwithstanding approval of this Plan of Merger by the shareholders entitled to vote thereon.

TWELFTH: The merger shall become effective as of the close of business on the 31st day of January, 1986.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the president and assistant

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1986 JAN 30 PM 1:43

secretary of each of the corporations and caused the corporate seals of the respective corporations to be affixed, by authority of the directors and shareholders of each corporation, as the respective agreement of each of said corporations, on this 20th day of January 1986.

BOOK 6782 PAGE 124

ATTEST:

T. Costa
Secretary

ALCOA FUJIKURA LTD.

By Robert H. Barton
R. H. Barton
President

ATTEST:

D. A. Yura
Assistant Secretary

PEP INDUSTRIES INC.

By L. Dorris Kelly
L. Dorris Kelly
President

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