



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved _____
 Date _____
 Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Plasti-Kote Co., Inc.; Registration No. 733892

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger) (complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

RECEIVED

APR 16 1998

BOB TAFT
 SECRETARY OF STATE

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
1000 Lake Associates, Inc.	Ohio	Corporation
Registration No. 847834		

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Timothy Beastrom	1101 South Third Street Minneapolis, MN 55415 (street and number)
	(city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
	(complete street address)
	(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:
- _____
- _____

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Plasti-Kote Co., Inc.
exact name of entity

By: Stephen M. Bugg
Its: President

Date: 13 April 1998

1000 Lake Associates, Inc.
exact name of entity

By: Stephen M. Bugg
Its: President

Date: 13 April 1998

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)

LINDQUIST & VENNUM P.L.L.P.

4200 IDS CENTER
80 SOUTH EIGHTH STREET
MINNEAPOLIS MINNESOTA 55402-2205
TELEPHONE 612-371-3211

IN DENVER
LINDQUIST, VENNUM & CHRISTENSEN
P L L P
600 17TH STREET, SUITE 2125
DENVER, COLORADO 80202-5401

ATTORNEYS AT LAW

Stephanie L. Ling
(612) 371-5776
sling@lindquist.com

April 15, 1998

VIA FEDERAL EXPRESS

Business Services Division
Ohio Secretary of State
30 E. Broad Street, 14th Floor
Columbus, Ohio 43266-0418

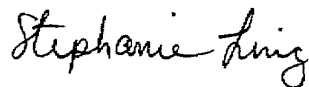
Re: Certificate of Merger for Plasti-Kote Co., Inc. and 1000 Lake Associates, Inc.

Ladies and Gentlemen:

Enclosed for filing, please find the certificate of merger for the above named companies along with a check for \$50.00 to cover the filing fee. Please acknowledge receipt of this request by date stamping the copies enclosed and returning them in the self-addressed, stamped envelope provided. If you have any questions, please call me at (612) 371-5776.

Very truly yours,

LINDQUIST & VENNUM P.L.L.P.



Stephanie L. Ling
Paralegal

Enclosures

cc: Richard D. McNeil

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	6/9/1998	199811202657	MER MERGER/DOMESTIC	50.00	0.00	0.00	0.00	0.00
			TOTAL	50.00	0.00	0.00	0.00	0.00

Return To:
LINDQUIST & VENNUM
ATTN S L LING
80 S EIGHTH ST #4200
MINNEAPOLIS, MN 55402-2205

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - Bob Taft

733892

It is hereby certified that the Secretary of State of Ohio has custody of the business records for PLASTI-KOTE CO., INC. and that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
199811202657

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 16th day of
April, A.D. 1998



Bob Taft

Bob Taft
Secretary of State

	DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
1.	6/ 9/1998	199811202657	Merged Out of Existence (MEX)

Mail To:
LINDQUIST & VENNUM
ATTN S L LING
80 S EIGHTH ST #4200
MINNEAPOLIS, MN 55402-2205

-----cut along dotted line-----



The State of Ohio

Certificate

Secretary of State - Bob Taft

847834

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
1000 LAKE ASSOCIATES, INC. and that said business records show the recording of:*

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 16th day of
April, A.D. 1998



Bob Taft

Bob Taft
Secretary of State