DOC ID ----> 5495_0813

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/30/96

CHARTER NUMBER: 574151
ROLL AND FRAME: 5495-0813

05495-0813

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
SIMERO ROOFING SYSTEMS, INC. FORMERLY SIMERO CORPORATION	96032961001	MER	50.00
		AGS	NO FEE
		CHN	NO FEE

108899

RETURN TO: HAHN, LOESER & PARKS
ATTN D G APPEL
10 W BROAD ST STE 1800
COLUMBUS OH 43215

TOTAL : 50.00

0225

DOC ID ----> 5495_0813

05495-0814

The State of Ohio

Bob Taft

Secretary of State

574151

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER AGS CHN

of:

SIMERO ROOFING SYSTEMS, INC. FORMERLY SIMERO CORPORATION

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

Recorded on Roll 5495 at Frame 0815 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 28TH day of MARCH ,

A.D. 19 96 .

Bob Taft

Bob Taft
Secretary of State

DOC ID ----> 5495_0813

05495-0815

57415

Approved
Date 3/28/96
Fee 50—
9603296100

eff 3/31/96

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

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:

SIMERO CORPORATION

(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: Simero Roofing Systems, Inc.

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

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

[XX] 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
MAR 28 1996
BOB TA
SECRETA

DOC ID ----> 5495_0813

05495-0816

[ ] 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 enter 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
Simero Roofing Systems, Inc.	Ohio	Corporation
		855544 (750)

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
Terrence A. Grady	10 W. Broad Street, Ste. 1800 (street and number)
	Columbus (city, village or township) Ohio (state) 43215 (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On March 31, 1996 *(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).*

DOC ID ----> 5495_0813

05495-0817

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
Terrence A. Grady	10 West Broad Street, Ste. 1800 (complete street address)
	Columbus, Ohio 43215 (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.)

DOC ID ----> 5495_0813

05495-0818

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

_____ _____
(name) (street and number)

_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

a. The name of the limited liability company in its state of organization/registration is _____
_____

b. The name under which the limited liability company desires to transact business in Ohio is_____

c. The limited liability company was organized or registered on _____under the laws of the state/country of
month day year
_____.

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:_____

_____

DOC ID ----> 5495_0813

05495-0819

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 _____.
month day year
under the laws of the state/country of _____

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.

DOC ID ----> 5495_0813

05495-0820

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.

Simero Corporation
exact name of entity

By:
Its: President

Date: March 28, 1996

Simero Roofing Systems, Inc.
exact name of entity

By:
Its: President

Date: March 28, 1996

PRESIDENT

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)

☐ UNIFORM COMMERCIAL CODE FILING

☒ CORPORATIONS FILING

CORPORATIONS ONLY

☐ EXPEDITE SERVICE ☐ PICK-UP ☒ MAIL

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

HAHN LOESER & PARKS

NAME OF YOUR FIRM OR COMPANY

05495-0821

Debra G. Appel

ATTENTION

10 West Broad Street, Suite 1800
Columbus, Ohio 43215

STREET, CITY, STATE, ZIP CODE

221-0240

TELEPHONE NUMBER

UCC ONLY

☐ MAIL ☐ PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.