

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/29/97

CORPORATION:

GFS LEASING & MANAGEMENT, INC.

CHARTER NUMBER: 848882
ROLL AND FRAME: 5728-0899

05728-0899

DOCUMENT NUMBER	CODE	FEE
97010242401	MER	50.00

060459

RETURN TO: DUBIN, JOSEPH & SHAGRIN
ATTN G W DUBIN
75 PUBLIC SQ STE 650
CLEVELAND OH 44113

TOTAL : 50.00

0275

05728-0900



The State of Ohio

Bob Taft

Secretary of State

848882

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

of:

GFS LEASING & MANAGEMENT, INC.

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



Recorded on Roll 5728 at Frame 0901 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 2ND day of JAN ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State



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

05728-0901

848882
 Approved BP
 Date 11/10/97
 Fee 50-

97010242401

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:

GFS Leasing & Management, Inc.

(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: N/A

(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)*

☒ 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
 JAN 02 1997

SECRETARY OF STATE

05728-0902

- [] 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
Schroer Leasing and Management, Inc.	Ohio	Corporation
		842676
		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
Gerald F. Schroer President	7222 Day Avenue, S.W. (street and number) Navarre, OH 44662 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On Date of Filing (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).

05728-0903

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:

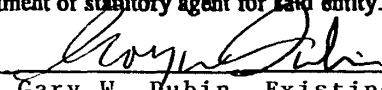
Name	Address
Gary W. Dubin	
Attorney-At-Law	75 Public Square, Suite 650
	(complete street address)
	Cleveland, OH 44113
	(city, village or township) (zip code)

Existing Statutory Agent of surviving domestic corporation.

(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 Gary W. Dubin, Existing Statutory Agent
of surviving domestic corporation.

(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"

N/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.)

05728-0904

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:

N/A

 (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) N/A

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: _____

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 _____

Name	Address
------	---------

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.

05728-0906

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.

GFS Leasing & Management, Inc.
exact name of entity (Surviving Entity)

By: [Signature]
Its: President

Date: 12/28/96

Schroer Leasing and Management, Inc.
exact name of entity (Merging Entity)

By: [Signature]
Its: President

Date: 12/28/96

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)

05728-0899

DUBIN, JOSEPH & SHAGRIN

ATTORNEYS AND COUNSELLORS AT LAW

75 PUBLIC SQUARE

SUITE 650

CLEVELAND, OHIO 44113

GARY W. DUBIN
JAMES GORDON JOSEPH
MICHAEL B. SHAGRIN

December 31, 1996

NOT A PARTNERSHIP
216/241-6055
FAX: 216/241-4851

FEDERAL EXPRESS

Secretary of State
Attn: Corporations
30 East Broad Street, 14th Floor
Columbus, OH 43215

Re: **Certificate of Merger**
GFS Leasing & Management, Inc., Surviving Entity
Schroer Leasing and Management, Inc., Merging Entity

Gentlemen:

Enclosed please find Certificate of Merger and a check in the amount of \$50.00 for recording costs.

Although it is my understanding expedited filings have been suspended, it is important that the document be dated as received on January 2, 1997, which we hope can be the effective date of the merger.

Please return the recorded document to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,



Gary W. Dubin

GWD/rn
Enclosures