

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/09/97

CORPORATION:

OHIO EDISON COMPANY

CHARTER NUMBER: 026043B
ROLL AND FRAME: 6086-1542

06086-1542

DOCUMENT NUMBER	CODE	FEE
97110719103	MER	50.00
97110719103	MIS	10.00

058449

RETURN TO: SQUIRE, SANDERS & DEMPSEY
ATTN L WILLIAMS
41 S HIGH ST
COLUMBUS OH 43215

TOTAL : 60.00

1107

6086-1543



The State of Ohio

Bob Taft

Secretary of State

26043B

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 MIS

of:

OHIO EDISON COMPANY

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

Recorded on Roll 6086 at Frame 1544 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 7TH day of NOV

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 MER (July 1994)

06086-1544

26043 B

Approved *[Signature]*
 Date 11/07/97
 Fee 50-

CERTIFICATE OF MERGER

97110719103
[Signature] 11/08/97

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:

Ohio Edison Company

(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: _____

(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.

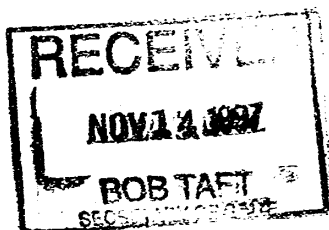
☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ 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 _____



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- [] 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
Ohio Edison Acquisition Corp.	Ohio	Corporation
		966985
		100-

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
Michael F. Cusick/ Winthrop, Stimson, Putnam & Roberts	One Battery Park Plaza (street and number) New York, New York 10004 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On November 8, 1997 12:01 AM (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).

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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
Nancy C. Ashcom	76 South Main Street
	(complete street address)
	Akron, Ohio 44308
	(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.)

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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: _____

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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.

06086-1549

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.

Ohio Edison Company

exact name of entity

By: William R. Hecard
Its: Chairman & Chief Executive Officer

Date: November 6, 1997

Ohio Edison Acquisition Corp.

exact name of entity

By: H. B. Bury
Its: President

Date: November 6, 1997

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)

(OHIO - 1507)

Ohio Secretary of State Return Slip
Merger/Consolidation

06086-1550 11-13-97

Squire Sanders & Dempsey / Laura Williams
41 Swan High St.
Columbus, Oh 43215

PURGED

NOV 17 97

Re: Ohio Edison Company

Document No. 97110719103

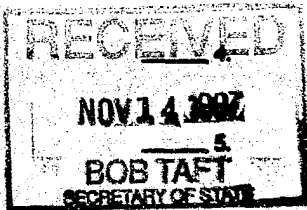
Dear Sir or Madam:



"IN ORDER TO RETAIN YOUR INITIAL FILING DATE OF 11/07/97, THE CORRECTED DOCUMENTS MUST BE RECEIVED BY THIS OFFICE NO LATER THAN 5:00 pm 11/28/97. IF CORRECTED DOCUMENTS ARE NOT RECEIVED BY THE SPECIFIED DATE, OR THE DOCUMENTS STILL REQUIRE CORRECTIONS, THE INITIAL FILING DATE WILL NOT BE PRESERVED

The enclosed documents are being returned unfilled for the following reason(s):

1. Pursuant to Ohio Revised Code Section(s) 1701.81/1702.43, the certificate of Merger must set forth in respect of each constituent corporation the manner in which the agreement of merger or consolidation was adopted or approved by its directors/trustees and its shareholders/members or, if such adoption or approval is not required, the facts relied upon in establishing the absence of such a requirement.
2. Pursuant to Ohio Revised Code Section 1701.81, the certificate must be signed by the chairman of the board, president or vice-president and by the secretary or assistant secretary of each constituent corporation.
3. Pursuant to Ohio Revised Code Section 1701.80, an agreement of merger between a parent corporation and a subsidiary must state the designation and the number of the outstanding shares of each class of each subsidiary constituent corporation and the number of shares of each class owned by the surviving corporation.
4. Pursuant to Ohio Revised Code Section 1701.80, one or more domestic subsidiaries may be merged into a domestic or foreign parent corporation only if the parent owns ninety percent or more of each class of the outstanding shares of the subsidiary.
5. Pursuant to Ohio Revised Code Section 1701.79(B)(6), the surviving or new corporation must consent to be sued and served with process in this state, and the irrevocable appointment of the Secretary of State as its agent to accept service of process in any proceeding in the state of Ohio.
6. Pursuant to Ohio Revised Code Section 1701.79(F), if the surviving or new corporation does not desire to be licensed to transact business in the state of Ohio, the agreement of merger shall be accompanied by affidavits, receipts, certificates or other evidence required by division (F) of Section 1701.86 of the Revised Code with respect to each Ohio corporation, and with respect to foreign constituent corporation licensed to transact business in Ohio, the affidavits, receipts, certificates or other evidence required by division (C) or (D) of Section 1703.17 of the Revised Code (copies of requisite forms enclosed.)
7. The fee for filing a merger or consolidation is \$5000.
8. _____ was cancelled by the Ohio Department of Taxation on _____. Before filing the merger/consolidation, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation. The D-3 must be filed with the Secretary of State together with a \$10 filing fee prior to filing the merger/consolidation.
9. _____ was cancelled on _____ for failure to file its statement of continued existence. Prior to filing the merger, the enclosed Application for Reinstatement must be submitted together with the \$10 filing fee.
10. The enclosed Form 7 (Annual Statement of Proportion of Capital Stock) must be completed for the years _____ before the merger/consolidation may be filed.
11. ☒ Other: As Statutory agent is changing thru the merger, new agent must sign acceptance of the appointment in # IV. Please correct.



CORRESPONDENCE

THIS RETURN SLIP EVIDENCES A FILING FEE CREDIT OF \$ 60 EXP. THIS RETURN SLIP MUST BE RETURNED WITH CORRECTED DOCUMENTS TO ASSURE PROPER CREDIT. A REFUND WILL BE ISSUED IF A CORRECTED FILING IS NOT COMPLETED WITHIN THIRTY DAYS. NOTE: THE TIME FRAME OF THIRTY DAYS RELATES SOLELY TO FILING FEE REFUNDS. IT DOES NOT INCREASE THE TIME FOR RETAINING AN ORIGINAL FILING DATE.

PLEASE RETURN THIS LETTER WITH YOUR CORRECTED DOCUMENTS. If you have any questions regarding this matter, please call

(614) 466-1396