DOC ID ----> F325_0158

State of Ohio
Department of State

Date 6/22/33 Number 302778 Receipt No. 18714

F325-0158 0035

F0325-0158

Received of A. PATRICK [illegible]
to be filed by

The sum of $ 50.00 for filing MER of

THIRTY [illegible]

Returned to:

A. PATRICK [illegible]
34 N. High St.
COLUMBUS, OH 43215

18714

RECEIPT

Name:

THIRTY [illegible]

$ 50.00

Total Fee: $ 50.00

DOC ID ----> F325_0158

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

302772

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

THIRTY FOUR CORP.

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

Recorded on Roll F325 at Frame 0160 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 15TH day of SEP, A.D. 19 83.

Sherrod Brown

Sherrod Brown
Secretary of State

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F0325-0160

KV-2 SEP 21

302778 KL
APPROVED
By JB
Date 9/15/83
Amount 50.00
KE-5 SEP 20

CERTIFICATE OF MERGER

We, A. Patrick Tonti, President and Thomas Tonti, Secretary of Thirty Four Corp. and Oxley Corp. do hereby certify that by unanimous consent of the holders of all the shares of Thirty Four Corp. and Oxley Corp. given in a writing signed by all shareholders on October 31, 1981, thereby exercising affirmatively all of the voting power of said corporations, the following Agreement of Merger was adopted:

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FOR [illegible]

AGREEMENT OF MERGER

This Agreement is made this 31st day of October, 1981, by and between Thirty Four Corp. and Oxley Corp., all hereinafter referred to as constituent corporations.

WHEREAS, the respective Boards of Directors of the said constituent corporations deem it advisable that said corporations be merged under the laws of the State of Ohio in the manner provided therefor pursuant to Section 1701.78 et seq. of the Revised Code:

NOW, THEREFORE, in consideration of the premises of the mutual agreements herein contained, the said constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Thirty Four Corp. and Oxley Corp. hereby agree to merge into Thirty Four Corp., which shall be the surviving corporation.

2. The name of the surviving corporation shall be Thirty Four Corp.

3. The place in Ohio where the principal office of the surviving corporation is to be located is the City of Columbus, Franklin County, Ohio.

4. The purposes for which the surviving corporation is formed are:

(i) To engage in residential and commercial contracting and construction business, to acquire, encumber, rent as lessor or lessee, and sell undeveloped and developed real estate.

(ii) To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, sell and otherwise deal in personal property and real property of every kind, character and description whatsoever and wheresoever situated, and in any interest therein, including franchises, copyrights and patents.

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(iii) To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other evidences of indebtedness whether secured by mortgage, pledge or otherwise, or unsecured.

(iv) To carry on any or all of its business or purposes within or without the State of Ohio, without restriction as to place or amount.

(v) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which at any time appear conducive to, or expedient for the protection or benefit of this corporation.

(vi) This corporation may purchase its own shares.

Each purpose specified in in any clause or paragraph contained in this Paragraph 4, shall be deemed to be independent of any other purposes herein specified and shall not be limited.

5. The present number of shares which each constituent corporation is authorized to issue is as follows:

Thirty Four Corp.	1500 shares
Oxley Corp.	250 shares

So that the total number of shares which the two constituent corporations (including the surviving corporation) are authorized to issue is 1750 shares of common stock with no par value.

6. The number of shares which the surviving corporation is authorized is 1750 shares of common stock with no par value.

7. The amount of stated capital with which the surviving corporation shall begin business shall be the total of the stated capital of all the constituent corporations (including the surviving corporation) which amount is in excess of $500.00. The amount of capital and/or earned surplus of the constituent corporation (including the surviving corporation).

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8. The names and addresses of the persons who shall be the first Directors and Officers of the surviving corporation, each of whom shall serve until his successor is duly elected and qualified pursuant to the Code of Regulations of Thirty Four Corp.

President, Treasurer, and Director	A. Patrick Tonti 1921 Harwitch Road Columbus, Ohio 43221
Vice President, Secretary, and Director	Thomas A. Tonti 3200 Kingswood Drive Grove City, Ohio 43123
Director	Timothy P. Tonti 1921 Harwitch Road Columbus, Ohio 43221

9. A. Patrick Tonti of 1921 Harwitch Road, Columbus, Ohio, 43221, a natural person and resident of said county, being the county in which the principal office of Thirty Four Corp. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against Thirty Four Corp., or any of the said constituent corporations may be served.

10. The mode of carrying said merger into effect, and the manner and basis of exchanging the shares of the constituent corporations into the shares of the surviving corporations, shall be as follows:

Each shareholder of the constituent corporations (including the surviving corporation) shall surrender his certificate or certificates to the surviving corporation during the period ending October 31, 1981, being the effective date of this Agreement. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the constituent corporatoins (including the surviving corporation), there shall be issued to the respective shareholders thereof, in substitution therefor, certificates for fully-paid and non-assessable common shares, no par value, of the surviving corporation in the ration of one share of the surviving corporation for each

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such share of the constituent corporations (including the surviving corporation). Pursuant to and immediately after this exchange is completed the surviving corporation shall have outstanding 1750 common shares, no par value.

11. A director or officer of the surviving corporation shall not be disqualified by his office from dealing or contracting with the surviving corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the surviving corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any firm of which such director or officer is a member, or any corporation of which such director or officer is a shareholder, director, or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the surviving corporation, for in respect of any such transaction, contract or act of the surviving corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act and any such director or officers, if such officer is a director, may be counted in determining the existance of a quorum at any meeting of the Board of Directors of the surviving corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract, or act.

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12. The Code of Regulations of Thirty Four Corp. shall be the Code of Regulations of the surviving corporation.

13. This Agreement shall become effective at 12:01 a.m., November 1, 1981.

IN WITNESS WHREOF, the constituent corporations have caused their respective corporate means to be signed hereto, by their respective Presidents and their Secretaries, thereunto duly authorized by the respective Boards of Directors and Shareholders of the constituent corporations.

THIRTY FOUR CORP.

By _____
A. PATRICK TONTI, PRESIDENT

By _____
THOMAS A. TONTI, SECRETARY

OXLEY CORP.

By _____
A. PATRICK TONTI, PRESIDENT

By _____
THOMAS A. TONTI, SECRETARY

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F0325-0166

RESOLUTION

ACTION OF DIRECTORS AND SHAREHOLDER
AUTHORIZING MERGER AND
ADOPTING PLAN OF REORGANIZATION

By unanimous consent of the shareholder and directors of Thirty Four Corp. and Oxley Corp. as evidenced by their signatures hereto affixed October 31, 1981, consent is given to the adoption of the following resolutions and the action specified therein:

WHEREAS, the respective Boards of Directors and shareholder of said corporations deem it advisable to the end that greater efficiency and economy of management may be accomplished, and generally to the advantage and welfare of said corporations and their respective shareholder, to merge said corporations pursuant to the provisions of Section 1701.78, et seq., Revised Code.

NOW, THEREFORE, Be It Resolved that said corporations be merged under the terms and conditions contained in the Agreement of Merger which is attached hereto and made a part of this resolution and which is hereby adopted as and constitutes the Plan of Reorganization of said corporations; and the Presidents and Secretaries of these corporations either individually or jointly be and they are hereby authorized and directed to execute said Agreement of Merger and such other instruments as may be necessary or

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desirable to effect the merger of said corporations and the transfer of their properties under the statutes of Ohio and to file the same with the Secretary of the State of Ohio or other appropriate officials.

THIRTY FOUR CORP.

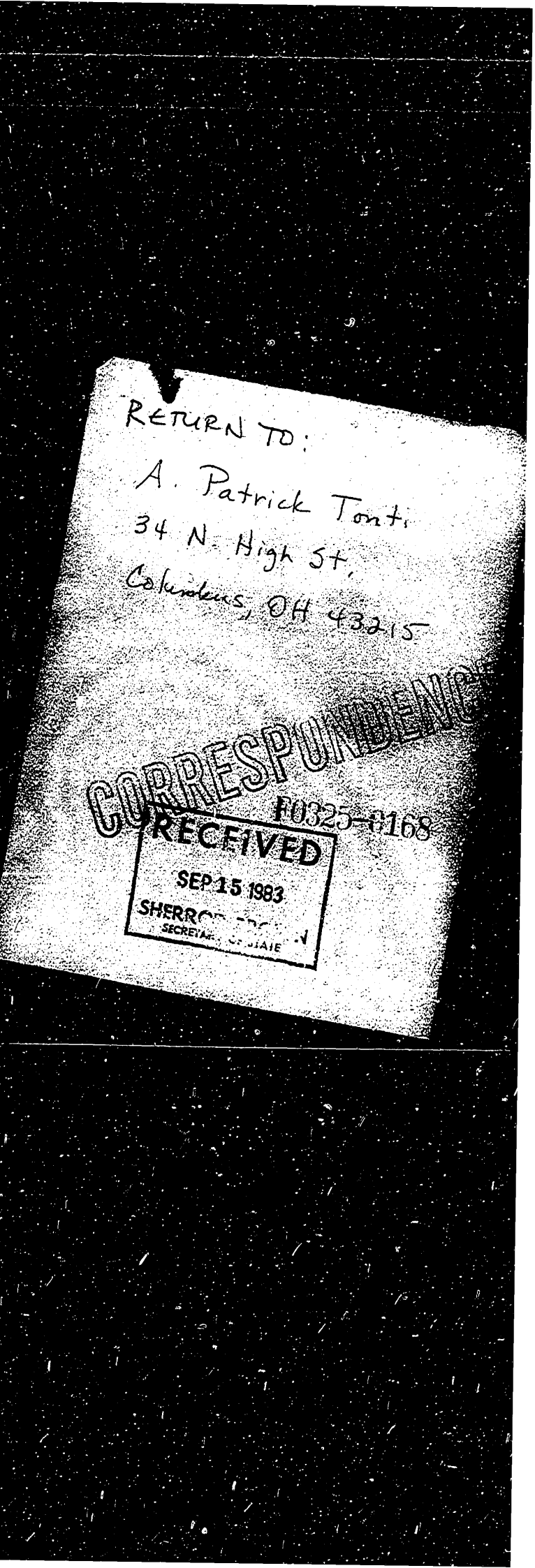
OXLEY CORP.

Board of Directors:

A. Patrick Tonti, President

Thomas A. Tonti, Secretary

Timothy P. Tonti, Director


RETURN TO:
A. Patrick Tonti
34 N. High St.
Columbus, OH 43215
CORRESPONDENCE
#0325-1168
RECEIVED
SEP 15 1983
SECRETARY OF STATE