



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 2/06/87

Number 240525

Receipt No. 59387

G090-0566 0311

Received of ULMER, BERNE, LARONGE, GLICKMAN ET AL
or filed by

The sum of \$ 55.00 for filing MER AMA INC ~~G090-0566~~ of
MANTUA MANUFACTURING CO.

Returned to: 59387
ULMER, BERNE, LARONGE, GLICKMAN ET AL
ATT: H. LEVINE
1300 E. 9TH ST.
CLEVELAND, OH 44114

RECEIPT

MER \$ 55.00
AMA
INC

Name:
MANTUA MANUFACTURING CO.

Total Fee: \$ 55.00



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

G090-0567

240525

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 AMA INC

of:

MANTUA MANUFACTURING CO.

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

Recorded on Roll G090 at Frame 0568 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 29TH day of DEC,

A.D. 1986.

Sherrod Brown
Sherrod Brown
Secretary of State

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G0090-0568

MANTUA MANUFACTURING CO.

240525
APPROVED
By [Signature]
Date 12/24/86
Attest [Signature]
EST: 11/2/87

Certificate of Adoption of Agreement and
Plan of Merger

The undersigned, Edward A. Weintraub and Herbert B. Levine, Vice President and Assistant Secretary, respectively, of Mantua Manufacturing Co., an Ohio corporation, do hereby certify that:

1. The Agreement and Plan of Merger ("Agreement") dated December 12, 1986, to which this Certificate is attached, was duly approved by the unanimous written consent of the Directors of Mantua Manufacturing Co. and was duly executed by the Vice President and Assistant Secretary of Mantua Manufacturing Co.
2. The Agreement was duly adopted by the unanimous written consent of the shareholders of Mantua Manufacturing Co. on December 12, 1986.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate this 27th day of December, 1986.

[Signature]
Edward A. Weintraub, Vice President

[Signature]
Herbert B. Levine, Assistant Secretary

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G0090-0569

EDFRAN, INC.

Certificate of Adoption of Agreement
and Plan of Merger

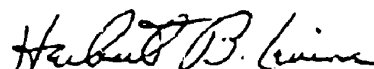
The undersigned, Edward A. Weintraub and Herbert B. Levine, President and Assistant Secretary, respectively, of EdFran, Inc., an Ohio corporation, do hereby certify that:

1. The Agreement and Plan of Merger ("Agreement") dated December 12, 1986, to which this Certificate is attached, was duly approved by the unanimous written consent of the Directors of EdFran, Inc. and was duly executed by the President and the Assistant Secretary of EdFran, Inc.
2. The Agreement was duly adopted by the unanimous written consent of the shareholders of EdFran, Inc. on December 12, 1986.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate this 27th day of December, 1986.



Edward A. Weintraub, President



Herbert B. Levine, Assistant Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 12th day of December, 1986 between MANTUA MANUFACTURING CO., an Ohio corporation ("Surviving Corporation") and EDPRAN, INC., an Ohio corporation ("Merged Corporation") (together they are sometimes hereinafter called the "Constituent Corporations").

RECITALS

Surviving Corporation is authorized to have outstanding Two Thousand (2,000) Common Shares without par value, of which One Thousand (1,000) are Class A Common Shares ("Surviving Corporation Class A Shares") and of which One Thousand (1,000) are Class B Common Shares ("Surviving Corporation Class B Shares").

Eight Hundred Sixty-four (864) Surviving Corporation Class A Shares are issued and outstanding on the date hereof, and Eight Hundred Sixty-four (864) Surviving Corporation Class B Shares are issued and outstanding on the date hereof.

Merged Corporation is authorized to have outstanding Five Hundred (500) Common Shares ("Merged Corporation Common Shares"), Sixty-six of which are issued and outstanding on the date hereof.

The Board of Directors of each of the Constituent Corporations has deemed it advisable for the mutual benefit of the Constituent Corporations that Merged Corporation be merged with and into Surviving Corporation upon the terms and conditions hereinafter set forth.

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The Board of Directors and shareholders of each Constituent Corporation have approved this Agreement.

NOW THEREFORE, the Constituent Corporations agree that, in accordance with Section 1701.78 of the Ohio General Corporation Law, Merged Corporation shall be merged with and into Surviving Corporation (the "Merger"), which shall be, as an Ohio corporation, the surviving corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of making distribution to the shareholders of the Constituent Corporations in extinguishment of or in substitution for their shares of stock shall be as follows:

SECTION 1

1.1 The Corporation which shall survive the Merger is, and after the effectiveness of the Merger shall continue to be, Surviving Corporation and shall continue to be known as "Mantua Manufacturing Co."

1.2 Upon the effective date of the Merger, the Articles of Incorporation of Surviving Corporation shall be deemed to have been amended hereby so as to read in their entirety as set forth in the Amended and Restated Articles of Incorporation of Surviving Corporation, attached as Exhibit A hereto and made a part hereof. From and after the effective date of the Merger, such Amended and Restated Articles of Incorporation, separate and apart from this Agreement, shall be the Articles of Incorporation of Surviving Corporation until changed as provided by law.

G0090-0572

1.3 The Code of Regulations of Surviving Corporation as of the effective date of the Merger shall be the Code of Regulations of Surviving Corporation as stated the day prior to the effective date of the Merger until changed as provided by law.

1.4 The directors of Surviving Corporation as of the effective date of the Merger shall be the directors of Surviving Corporation as of the day prior to the effective date of the Merger to serve in accordance with the Code of Regulations of Surviving Corporation.

1.5 The officers of Surviving Corporation in office as of the effective date of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation which they hold in Surviving Corporation on such date, to serve in accordance with the Code of Regulations of the Surviving Corporation.

SECTION 2

2.1 When the Merger becomes effective, the Common Shares of Merged Corporation then issued and outstanding shall be thereupon and without more exchanged for and converted into Surviving Corporation Class B Shares as follows:

<u>Name of Shareholder</u>	<u>Number of Shares of Merged Corporation</u>	<u>Number of Sur- viving Corporation Class B Shares</u>
Edward A. Weintraub	33	598
Frances W. Lasky	33	598

When the Merger becomes effective, each Surviving Corporation Class A Share shall be thereupon and without more exchanged for

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and converted into one Surviving Corporation Class A Share, and each Surviving Corporation Class B Share shall be thereupon and without more exchanged for and converted into one Surviving Corporation Class B Share. After the effective date of the Merger, each holder of an outstanding certificate or certificates representing issued and outstanding Merged Corporation Common Shares shall surrender the same to Surviving Corporation, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of Surviving Corporation Class B Shares into which said shares of Merged Corporation represented by the surrendered certificate or certificates shall have been converted. Until so surrendered, each such outstanding certificate for Merged Corporation Common Shares which, prior to the effective date of the Merger represented said shares of Merged Corporation, shall be deemed for all corporate purposes to evidence the ownership of the number of shares of Surviving Corporation Class B Shares into which the shares formerly represented by such Merged Corporation certificate or certificates are converted hereunder.

2.2 The legal consequences of the Merger shall be as provided in the applicable provisions of the law of the State of Ohio.

2.3 The Merger shall become effective upon the opening of business on January 2, 1987.

2.4 The statutory agent for Surviving Corporation in Ohio upon whom process, tax notices and demands against any

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Constituent Corporation or the Surviving Corporation may be served shall be the statutory agent of Surviving Corporation as of the day prior to the effective date of the Merger.

SECTION 3

3.1 Surviving Corporation elects, as of the effective date of the Merger, to continue the Amended and Restated Profit-Sharing Plan and Trust of EdFran, Inc. as the successor to all rights, powers and duties of "Company" thereunder.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be signed by its duly authorized officers as of the day and year first above written.

MANTUA MANUFACTURING CO.

By

Edward A. Weintraub, Vice President

Attest:

Herbert B. Levine
Herbert B. Levine, Assistant Secretary

EDFRAN, INC.

Attest:

By

Edward A. Weintraub, President

Herbert B. Levine
Herbert B. Levine, Assistant Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANTUA MANUFACTURING CO.

FIRST: The name of the Corporation shall be Mantua Manufacturing Co.

SECOND: The place in Ohio where its principal office is to be located is the City of Bedford in Cuyahoga County.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares of all classes which the Corporation is authorized to have outstanding is three thousand one hundred (3,100) common shares, without par value, which shall be classified as follows:

1. One thousand (1,000) shares shall be Class A common shares, without par value; and

2. Two thousand one hundred (2,100) shares shall be Class B common shares, without par value.

The holders of Class A common shares shall have exclusive voting power in all shareholder matters, except as otherwise

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required by law; and each Class A common share shall entitle the holder thereof to one vote. The holders of Class B common shares shall have no voting power whatever (except to the extent required by law), and shall not be entitled to receive notice of any meeting of shareholders (except where the vote of such Class B common shares may be required by law).

For all other purposes, the powers, preferences, rights (including, without limitation, the right to dividends and to distributions upon liquidation), limitations and restrictions with respect to Class A common shares and Class B common shares shall be identical.

Whenever any provision of any of the laws of Ohio, now or hereafter in force, requires for any purpose any action to be taken by the holders of a class of shares entitling them to exercise two-thirds of the voting power of such class unless the Articles provide or permit for the affirmative vote of a greater or lesser proportion, but not less than a majority, of such voting power, such action may be taken by the affirmative vote or consent of the holders of a majority of the shares of such class then outstanding and voting separately as a class.

The Board of Directors, in its discretion, may fix different amounts and/or kinds of consideration for the issuance of said shares, whether issued at the same or different times. Any and all shares so issued, the consideration for which, as fixed by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

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FIFTH: No holder of shares of any class shall be entitled as such to subscribe for or purchase shares of any class now or hereafter authorized, or securities convertible into or exchangeable for such shares, or securities to which there are attached or appertained any warrants or rights entitling the holder thereof to subscribe for or purchase such shares.

SIXTH: A Director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction, contract or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any Director, any firm of which any Director is a member or any corporation of which any Director is a director, officer or shareholder is in any way interested in such transaction, contract or act, provided the fact that such Director, 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 transaction, contract or act shall be taken. No such Director shall be accountable or responsible to the Corporation for or in respect of any such transaction, contract or act of the Corporation or for any gains or profits realized by reason of the fact that he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder is interested in such transaction, contract or act. Any such Director may be counted in determin-

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ing the existence of a quorum at any meeting of the Board of Directors at which any such transaction, contract or act shall be authorized or acted upon, and he may vote thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder were not interested in such transaction, contract or act.

SEVENTH: The Corporation may purchase from time to time shares of any class issued by it, upon agreement with the holder thereof. Such purchases may be made either in the open market or at private or public sale, in such manner and amount, from the holder or holders of outstanding shares of the Corporation, and at such prices and upon such terms as the Board of Directors shall, from time to time, determine. Unless a different procedure is established in a written agreement among the Corporation and all of the shareholders of the Corporation, the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares authorized and outstanding at the time of any such purchases.

EIGHTH: These Amended and Restated Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation and all amendments thereto.

Herbert Levine

Ulan, Bene, Laronge, Glickman
& Curtis

900 Bond Court Building

1300 E. 9th St.

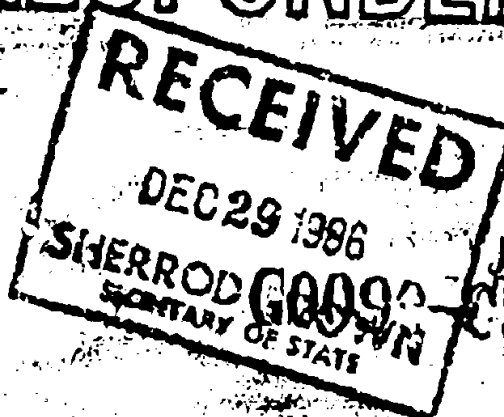
Cleveland, Ohio 44114

(216) 621-8400

CORRESPONDENCE

Customer
drop off

Please call



THIS IS A MERGER

60098-0580

Approval date 12/29/86 Effective date 1/6/87 By [Signature]

Name of survivor Marine Manufacturing Co.

- ☒ survivor is domestic # 240525
☐ survivor is foreign # _____
☐ survivor is foreign unqualified and licensing by the merger
☐ survivor is foreign unqualified but is submitting license application with merger; please process license application first
☐ survivor is foreign unqualified

____ Survivor's name will change as a result of the merger and will be _____

CORRESPONDENCE

____ Name change by merger is with consent

Please MEX the following:

Name of Corporation	Charter or license number
<u>Est. Finance Co.</u>	<u>447869</u>
_____	_____
_____	_____
_____	_____
_____	_____

____ all other constituents are foreign unqualified.

____ Please credit \$ _____ to the survivor.

☒ This merger involves a change in the number and/or classes of shares of the survivor; the shares of the survivor should now be:

1,000 shares of NQA
2,100 shares of NPB

____ This merger involves a change in the principal location of the surviving corporation to:

____ This merger involves a change of the Statutory Agent of the surviving corporation. See article # _____ of the merger agreement.

____ This mer

☒ This mer

____ Certificat

OTHER SPECIAL

Money is Carol
That's what it
is for - 53
merge

____ les of incorporation (AMD)

____ poration (AMA)

____ ng form _____ short form

____ tion (TIC)

____ customer under separate cover, or have

____ fee.

RESPONDENCE