



State of Ohio
Department of State

G0544-1501

Sherrod Brown
Secretary of State

Date 1/24/89

Number 197711

Receipt No. 51824

G544-1501 0280

Received of
or filed by EMENS, HURD, KESLER & RITTER

The sum of \$ 50.00 for filing MER of
FISHEL CORPORATION.

Returned to: 51824

EMENS, HURD, KESLER & RITTER

ATT: P. BOGUITZ

65 E. STATE ST., 18TH
COLUMBUS, OH 43215

RECEIPT

MER \$ 50.00

Name:

SEC 6001 FISHEL CORPORATION

Total Fee: \$ 50.00

G544-1502



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

197711

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: VER

of:

FISHEL CORPORATION

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

Recorded on Roll 6544 at Frame 1523 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. 1978.

Sherrod Brown
Sherrod Brown
Secretary of State

600-1501

#197711
CPEEN
12/29/88
#50.

CERTIFICATE OF MERGER
OF
THE FISHEL COMPANY
INTO
FISHEL CORPORATION

The undersigned, President and Secretary of Fishel Corporation, and President and Secretary of The Fishel Company, each of which is an Ohio corporation, do hereby certify that:

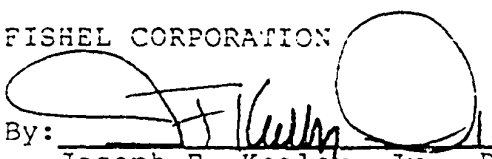
1. The attached Agreement is an executed copy of a Plan and Agreement of Merger by and between said corporations, which agreement is dated December 23, 1988, and is to be effective December 31, 1988.

2. The attached Agreement was adopted by the boards of directors of each of the above-named corporations without meetings by writings signed and approved by said directors, pursuant to the provisions of §1701.54 of the Ohio Revised Code, in accordance with §1701.80 of the Ohio Revised Code, and the directors of each of the corporations also authorized the President and Secretary of each corporation to execute the Agreement on behalf of such corporations.

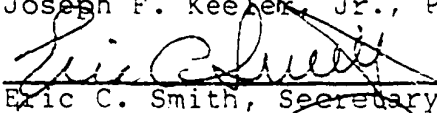
3. Pursuant to the provisions of Ohio Revised Code §1701.80 no shareholder vote of either Fishel Corporation or The Fishel Company is required to authorize the merger.

IN WITNESS WHEREOF, the undersigned, in acting for and on behalf of said corporations, have signed this Certificate of Merger this 23rd day of December, 1988.

FISHEL CORPORATION

By: 

Joseph F. Keeler, Jr., President

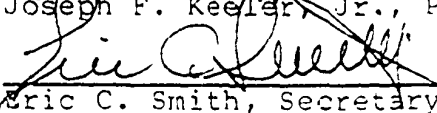
By: 

Eric C. Smith, Secretary

THE FISHEL COMPANY

By: 

Joseph F. Keeler, Jr., President

By: 

Eric C. Smith, Secretary

PLAN AND AGREEMENT OF MERGER

OF

THE FISHEL COMPANY

INTO

FISHEL CORPORATION

This is a Plan and Agreement of Merger (the "Agreement") made at Columbus, Ohio, this 23rd day of December, 1988, by and between The Fishel Company and Fishel Corporation, each corporation being a duly formed Ohio corporation with its principal office located in Columbus, Franklin County, Ohio.

RECITALS

A. The Fishel Company and Fishel Corporation are each Ohio corporations.

B. The parties hereto desire to enter into a Plan and Agreement of Merger in compliance with the applicable provisions of §1701.80 of the Ohio Revised Code, dealing with a merger into a parent corporation.

Consistent with the provisions of §1701.80, the parties agree as follows:

§1. States of Existence

The Fishel Company and Fishel Corporation exist under the laws of the State of Ohio.

§2. Consummation of Merger

The Fishel Company shall merge into Fishel Corporation and Fishel Corporation shall continue as the surviving corporation.

§3. Shares Owned By Surviving Corporation

All of the currently issued and outstanding Common Stock of The Fishel Company is owned by Fishel Corporation.

§4. Terms of Merger, Mode of Carrying Merger into Effect

The certificates representing the shares of Common Stock of The Fishel Company owned by Fishel Corporation immediately prior to the Merger shall be cancelled and extinguished. No shares of Fishel Corporation shall be issued in connection with the merger.

00-5-1005

The Articles of Incorporation of Fishel Corporation, in effect immediately prior to the merger shall be the Articles of Incorporation of the surviving corporation. The Code of Regulations and Code of Bylaws of Fishel Corporation in effect immediately prior to the merger shall be the Code of Regulations and Code of Bylaws of the surviving corporation.

The purposes of the surviving corporation shall be the purposes set forth in the Articles of Incorporation of Fishel Corporation.

§5. Officers and Directors of Surviving Corporation

The officers and directors of Fishel Corporation shall be the officers and directors of the surviving corporation.

§6. Compliance with State Law

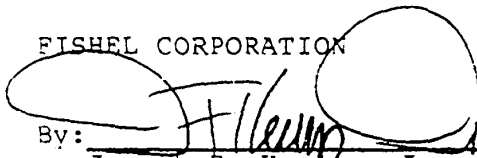
This Agreement and each provision hereof is in compliance with the conditions set forth in §1701.80, et seq., of the Ohio Revised Code. The Boards of Directors of both corporations have agreed to the merger and each has approved this Agreement in accordance with §1701.80 of the Ohio Revised Code.

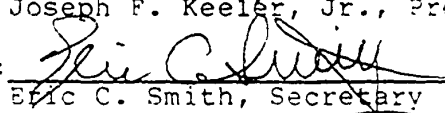
§7. Effective Date of Merger

This merger shall be effective upon filing of the Certificate of Merger with the Ohio Secretary of State's Office.

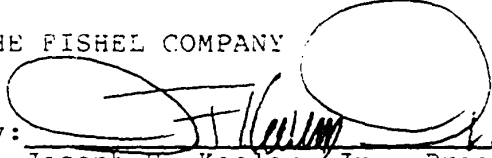
IN WITNESS WHEREOF, the undersigned, in acting for and on behalf of said corporations, have signed this Plan and Agreement of Merger this 23rd day of December, 1988.

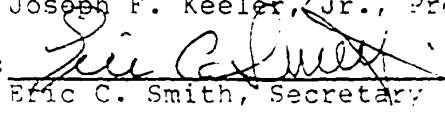
FISHEL CORPORATION

By: 
Joseph F. Keeler, Jr., President

By: 
Eric C. Smith, Secretary

THE FISHEL COMPANY

By: 
Joseph F. Keeler, Jr., President

By: 
Eric C. Smith, Secretary

118/ksm
122288620p

Emmons, Hurd, Kiegl & Ritter

Att: Pam ~~Boag~~

Boag

65 E. State St., 18th

Colo 43215

G0544-1506

462-5400

CORRESPONDENCE

SEP 29 1988

RECEIVED

BC