



State of Ohio
Department of State

G544-1510

Sherrod Brown
Secretary of State

Date 1/24/89

Number 197711

Receipt No. 51826

G544-1510 0282

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

The sum of \$ 50.00 for filing MER of

FISHEL CORPORATION

Returned to:

51826

MER \$ 50.00

EMENS, HURD, KEGLER & RITTER

ATT: P. BOGUTZ

55 E. STATE ST., 18TH

COLUMBUS, OH 43215

Name:

SEC 6001 FISHEL CORPORATION

Total Fee: \$ 50.00

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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: MER

of:

FISHEL CORPORATION

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

Recorded on Roll G544 at Frame 1512 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. 1988.
Sherrod Brown

Secretary of State

G0544-1512

197711
APPROVED

CERTIFICATE OF MERGER

OF

MIDSTATES UTILITIES COMPANY

INTO

FISHEL CORPORATION

By [Signature]
Date 12/29/88
Amount \$50.

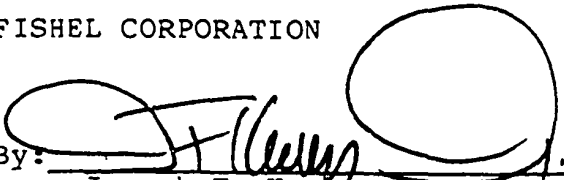
The undersigned, President and Secretary of Fishel Corporation, an Ohio corporation, and the President and Secretary of Midstates Utilities Company, an Ohio corporation, do hereby certify:

1. The attached Agreement is an executed copy of a Plan and Agreement of Merger by and between the above-named corporations, which agreement is dated December 23, 1988.
2. The attached Agreement was adopted by the voting shareholders of Fishel Corporation and by the shareholders of Midstates Utilities Company without meetings by writings signed and approved by all of such shareholders pursuant to the provisions of §1701.54 of the Ohio Revised Code.
3. The attached Agreement was adopted by the directors of each of the above-named corporations without meetings by writings signed and approved by all of the directors of each corporation, pursuant to the provisions of §1701.54 of the Ohio Revised Code, and the directors of each of said corporations also authorized the president and secretary of each of said corporations to execute the Agreement on behalf of such corporations.
4. Said corporations have complied with the provisions of §1701.78 of the Ohio Revised Code.

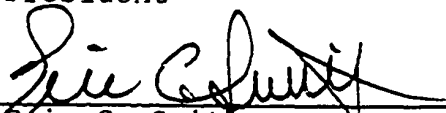
G0544-1513

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of said corporations, have signed this Certificate of Merger this 28th day of December, 1988.

FISHEL CORPORATION

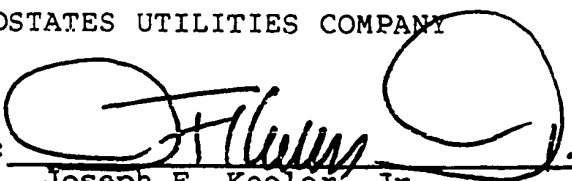
By: 

Joseph F. Keeler, Jr.
President

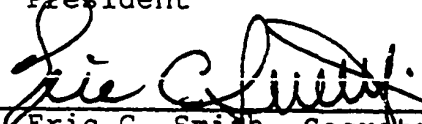
By: 

Eric C. Smith, Secretary

MIDSTATES UTILITIES COMPANY

By: 

Joseph F. Keeler, Jr.
President

By: 

Eric C. Smith, Secretary

G0544-1511

PLAN AND AGREEMENT OF MERGER

OF

MIDSTATES UTILITIES COMPANY

INTO

FISHEL CORPORATION

This is a Plan and Agreement of Merger made at Columbus, Ohio, this 23rd day of December, 1988, by and between Midstates Utilities Company (hereinafter called "Midstates"), and Fishel Corporation (hereinafter called "Fishel" and sometimes hereinafter also referred to as the "Surviving Corporation"), both of which corporations are duly formed Ohio corporations with their principal offices located in Columbus, Franklin County, Ohio.

RECITALS

A. The parties hereto desire to enter into an Agreement of Merger in compliance with the applicable provisions of §1701.78 of the Ohio Revised Code. Consistent with the provisions of §1701.78, the parties agree as follows:

§1. States of Existence.

Both of the constituent corporations, Midstates and Fishel, exist under the laws of the State of Ohio.

§2. Merger into Surviving Corporation.

Midstates shall be merged into Fishel, which shall maintain the corporate name of Fishel Corporation.

§3. Authorized Shares.

The present number of shares of stock which Midstates is authorized to issue is 750 common shares without par value, of which 100 shares are currently issued and outstanding. The present number of shares of stock which Fishel is authorized to issue is 11,200 shares consisting of 500 preferred, \$100 par value shares, 7,500 non-voting common no par value shares, 2,500 voting common no par value shares, and 700 Class B Preferred, \$1,000 par value shares, of which no shares of either Preferred or Class B Preferred are issued and outstanding, 666 common voting shares are issued and outstanding and 1,683 common non-voting shares are issued and outstanding.

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\$4. Terms of Merger, Mode of Carrying Merger into Effect,
Manner and Basis of Making Distribution

All of the issued and outstanding shares of Midstates shall be cancelled and extinguished at the time the merger becomes effective. No additional shares of Fishel, the Surviving Corporation, shall be issued in connection with this merger.

The Articles of Incorporation of Fishel in effect immediately prior to the merger shall continue to be the Articles of Incorporation of the Surviving Corporation. The Code of Regulations of Fishel in effect immediately prior to the merger shall continue to be the Code of Regulations of the Surviving Corporation.

The purposes of Fishel, the Surviving Corporation, shall be the same purposes as previously set forth in the Articles of Incorporation of Fishel.

The name and address of the statutory agent upon whom any process, notice or demand against the Surviving Corporation may be served is as follows:

Larry F. Feheley, Esq.
65 East State Street
Columbus, Ohio 43215
Franklin County

The Boards of Directors of Midstates and Fishel have authorized the respective president and secretary of each corporation to execute this Agreement. Upon the date the merger becomes effective, the Board of Directors of Fishel shall adopt a resolution cancelling and extinguishing the outstanding shares of Midstates.

\$5. Officers and Directors of Surviving Corporation.

The officers and directors of Fishel shall continue as the officers and directors of the Surviving Corporation.

\$6. Compliance with State Law and Internal Revenue
Code Requirements.

This Agreement and each provision hereof is in compliance with the conditions set forth in §1701.73, et seq., of the Ohio Revised Code, and with the provisions of §362(a)(1) (A) of the Internal Revenue Code and related sections thereunder.

The Voting Shareholders of Fishel and the shareholders of Midstates, along with the Boards of Directors of each constituent corporation have agreed to the merger and each has approved this Agreement in accordance with §1701.78 of the Ohio Revised Code.

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§7. Laws of Other States.

Since neither of the constituent corporations are foreign corporations, no statements or other matters are required to be set forth in this Agreement dealing with the laws of another state.

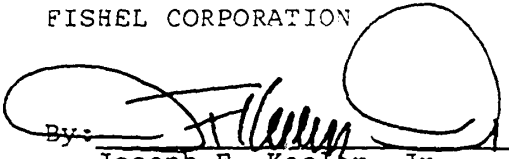
§8. Effective Date of Merger.

This merger shall be effective on the date of filing with the Secretary of State of Ohio.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers on this 23rd day of December, 1988.

FISHEL:

FISHEL CORPORATION

By: 

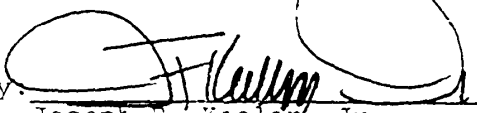
Joseph F. Keeler, Jr.
President

By: 

Eric C. Smith, Secretary

MIDSTATES:

MIDSTATES UTILITIES COMPANY

By: 

Joseph F. Keeler, Jr.
President

By: 

Eric C. Smith, Secretary