

SECOND: In accordance with the provisions of Section 1701.30 of the General Corporation Law of Ohio and Section 253(a) of the General Corporation Law of Delaware, this Agreement of Merger has been duly approved and adopted by the Board of Directors of the Surviving Corporation and, pursuant to Ohio law, by the Board of Directors of the Subsidiary. The Subsidiary has authorized only one class of shares, of which 100 shares are outstanding, all of which are owned by the Surviving Corporation. No approval of this Agreement of Merger by the shareholders of the Surviving Corporation is required under §1701.30(C)(1) of the General Corporation Law of Ohio, under §253(a) of the General Corporation Law of Delaware or under the Articles or Regulations of the Surviving Corporation.

THIRD: As of the effective date of the merger all of the capital shares of the Subsidiary and all rights with respect thereto shall cease to exist, and the certificates representing said shares shall be cancelled. Each share of capital of the Surviving Corporation outstanding on the effective date of the merger shall continue to be a share of such capital of such corporation on and after the effective date of the merger. As a result of the merger, the Surviving Corporation will acquire all of the estate, property, rights, privileges and franchises and assume all

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