

of the liabilities and obligations of the Subsidiary. The Articles of Incorporation and the Regulations of the Surviving Corporation on and after the effective date of the merger shall be the Articles of Incorporation and Regulations of the Surviving Corporation as they now stand. The amount of the earned surplus of the Surviving Corporation shall be the combined earned surpluses of the constituent corporation.

FOURTH: In accordance with Sections 253(a) and 252(d) of the General Corporate Law of Delaware, the Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 4200 Carew Tower, Cincinnati, Ohio 45202, attn. Mr. Lewis H. Lanman, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of process may be made by personally delivering to and leaving with the Secretary of State of

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