

Directors of the Subsidiary. The Subsidiary has authorized only one class of shares, of which 250 shares are outstanding and all of such outstanding shares of the Subsidiary are owned by the Surviving Corporation. No approval of this Agreement of Merger by the shareholders of either constituent corporation is required under Section 1701.80(c)(1) of the General Corporation Law of Ohio.

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 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.

FOURTH: The amount of the earned surplus of the Surviving

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