

<u>Class</u>	<u>Series</u>	<u>No. of Outstanding Shares</u>	<u>No. of Shares Owned by Alco</u>
AHSG common stock, no par value	-	1,000	1,000
Brotherston common stock, no par value	-	1,000	1,000
56th and Lancaster common stock, no par value	-	500	500
Stover no par value	-	49	49

The number of outstanding shares of stock for each of the Subsidiaries is not subject to any change prior to the effective date of the merger.

Alco has 18,783,637 outstanding shares of common stock and 200,477 outstanding shares of preferred stock. The number of outstanding shares of common stock is subject to change prior to the effective date due to the issuance of additional shares under an employee stock ownership plan and a stock option plan.

THIRD: The shares of stock of each of the Subsidiaries shall be cancelled and extinguished as a result of the merger and shall not be converted into any shares of stock or other securities or obligations of Alco.

FOURTH: The effective date of the merger shall be April 1, 1983.

FIFTH: The conditions set forth in divisions (D)(1), (2), (3) and (4) of section 1701.78 of the Ohio General Corporation law do not exist.

SIXTH: The Certificate of Incorporation of Alco shall be the Certificate of Incorporation of the corporation surviving

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