

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

06178-1593

Approved SRV
Date 2-19-98
Fee \$ 50
98022053401
EF. 2-20-98

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

BC Merger Company, Inc.

Of the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: Black Clawson, Inc.

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of New York, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____

RECEIVED

FEB 19 10 08

BOB TAFT
SECRETARY OF STATE

TRADEMARK
REEL: 1746 FRAME: 0719

06178-1594

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____.
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If beneficial owner to cover this form, please attach a separate sheet listing the merging entities/Ohio registered or foreign qualified limited partnerships under their registration number)*

Name	State/ Country of Organization	Type of Entity
<u>The Black Clawson Company</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Robert Harris</u>	<u>405 Lexington Avenue</u> <i>(street and number)</i> <u>New York, NY 10174</u> <i>(city, village or township) (state) (zip code)</i>

IV. Effective Date of Merger

This merger is to be effective:

On February 20, 1998 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

00177-1777

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>United Corporate Services, Inc.</u>	<u>10 Bank Street</u>
<small>(complete name address)</small>	<small>(city, town or township) (zip code)</small>
	<u>White Plains, NY 10606</u>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

112-111-9-1111
IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found. If the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2 Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____
- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is: _____

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

BC Merger Company, Inc.
exact name of entity
Carl G. Lindquist
By: _____
Its: _____
Date: 2/7/98

exact name of entity
Carl G. Lindquist
By: _____
Its: _____
Date: 2/9/98

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

*Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate sheet should be attached containing such signatures.

AFFIDAVIT

00175-1500

In lieu of dissolution releases from various governmental authorities
(§ 1701.86(H)(6) O.R.C.)

The Black & Lawson Company
(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Merger and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43216	February 17, 19 98
2. Ohio Bureau of Employment Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	February 17, 19 98
3. The treasurer of any County named below: <u>Butler County Treasurer</u>	✓ February 17, 19 98
_____	_____ 19 _____
_____	_____ 19 _____
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43215	✓ February 17, 19 98

(Note: This affidavit must be signed by one or more persons executing the certificate of surrender or by an officer of the corporation.)

By Robert L. Harris

Title Secretary

405 Lexington Avenue
(Complete Street Address)
New York, New York 10174
City State Zip

Sworn to before me and subscribed in my presence this 17th day of February, 19 98.

Linda Q. Catalo
Notary Public

Commission Expires 1/27/99

SEAL

LINDA Q. CATALO
NOTARY PUBLIC, State of New York
No. 31-4945916
Qualification in New York County
Commission Expires Jan. 27, 19 99

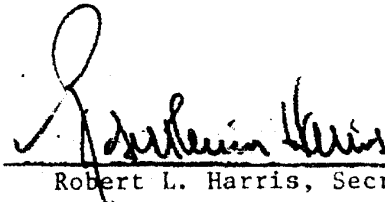
AFFIDAVIT OF PERSONAL PROPERTY

STATE OF NEW YORK

:SS

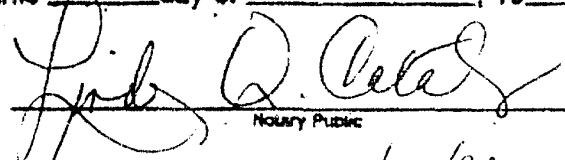
COUNTY OF NEW YORK

Robert L. Harris, being first duly sworn, deposes and says that ~~she/he~~ is ~~president, vice-president, secretary or treasurer~~ (strike out words not applicable) of The Black Clawson Company, that this affidavit is made in compliance with section 1701.86, 1702.47, or 1703.17 (strike out sections not applicable) of the Ohio Revised Code; That said corporation has ~~personal property only in~~ Country (es) ~~or has no personal property in any county in the State of Ohio~~ (strike out phrase not applicable); and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.



Robert L. Harris, Secretary

Sworn to me and subscribed in my presence this 17th day of February, 19 98.



Notary Public
Commission expires 1/27/99

SEAL

LINDA Q. CATALO
NOTARY PUBLIC, State of New York
No. 31-4945916
Qualification in New York County
Commission Ex. 28 Jan 27, 1999

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on APR 10 1998



A handwritten signature in black ink, appearing to read "J. Leub", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

TRADEMARK
REEL: 1746 FRAME: 0727

F 980 213000 332

CERTIFICATE OF INCORPORATION

OF

BC MERGER COMPANY, INC.

Under Section 402 of the Business Corporation Law

The undersigned, being of the age of eighteen years or over for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the corporation is BC Merger Company, Inc. (hereinafter referred to as the "Corporation").

SECOND: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval first being obtained.

THIRD: The office of the Corporation shall be located in the County of New York, State of New York.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is 60,000, 12,000 of which shall be common shares without par value and 48,000 of which shall be preferred shares, without par value. The express terms of the preferred shares and of the common shares are as follows:

1. [A] Except as otherwise made mandatory by law and as otherwise provided by sub-paragraphs [B] and [C] of this paragraph I, the holders of the common shares shall possess the entire voting power for the election of directors and for all other purposes, and the holders of the preferred shares shall not have any voting power and shall not be entitled to notice of meetings of shareholders.

[B][1] If at the time fixed for the holdings of any annual meeting of common shareholders dividends totaling \$2 per share on the preferred shares have not been paid or declared and set apart for payment for the last eight quarter-annual periods prior to the quarter in which such annual meeting is held (regardless of whether any dividends have cumulated during such period), holders of the preferred shares, voting as a class, by the vote of a majority of the shares present in person or by proxy at such meeting, shall be entitled, at such meeting and at each succeeding annual meeting of common shareholders until the Corporation's consolidated net earnings available for dividends, as defined in paragraph III, for the preceding fiscal year are sufficient to pay a full annual

dividend of \$1 and the Corporation out of such earnings has paid or declared and set apart for payment a full annual dividend of \$1 and has also paid or declared and set apart for payment all preferred dividends for past dividend periods which have cumulated pursuant to paragraph III, to elect two directors, and the holders of the outstanding common shares shall be entitled to elect the remaining number of directors. If the dividends on preferred shares required to be paid or declared and set apart pursuant to this paragraph in order that the right of the preferred shareholders to elect two directors shall terminate are paid or declared and set apart prior to an annual meeting of shareholders, the terms of office of the directors last elected by the preferred shareholders shall terminate forthwith and the directors remaining in office may, by a majority vote, fill the vacancies caused by such termination.

[B][2] If a director so elected by the preferred shareholders shall die or resign, the President of the Corporation shall call a special meeting of the holders of the preferred shares for the purpose of filling such vacancy; provided, however, that such meeting shall not be called if the remaining time until the date prescribed for the holding of the next annual meeting of shareholders is 90 days or less.

[B][3] No failure or delay by the holders of preferred shares in exercising their right to elect directors shall affect the election of the remaining directors or the taking of other action at any meeting of shareholders.

[C] So long as any preferred shares are outstanding, in addition to any other vote or consent of shareholders required by law, the affirmative vote of the holders of at least two-thirds of the preferred shares at the time outstanding shall be required for the adoption of [i] any amendment of these Articles which changes the express terms, or adds express terms, to the preferred shares in any manner which would materially adversely affect the holders of preferred shares; provided, however, that the amendment of these Articles to authorize a class of shares or an increase in authorized number of shares of a class, junior to the preferred shares shall not for the purposes of this paragraph [C] be deemed to have a material adverse effect on the holders of preferred shares; or [ii] any amendment to the Regulations of the Corporation which would materially adversely affect the holders of the preferred shares.

II. The preferred shares may be issued only as fully paid and non-assessable shares as authorized by the Board of Directors, in exchange for common shares.

III. Out of the surplus or net profits of the Corporation legally available for payment of cash dividends, holders of the preferred shares shall be entitled to receive, when and as declared by the directors, a dividend of \$1 per share for each fiscal year beginning September 1, and no more, payable on September 1, December 1, March 1 and June 1 of each such year, from the beginning of the quarterly period in which such shares shall have been issued, before any dividends shall be paid or declared and set apart for common shares pursuant to paragraph IV. Such preferred dividend shall be cumulative as to each fiscal year to the extent of the Corporation's consolidated net earnings are not sufficient for such purpose, to the extent of the Corporation's consolidated net earnings available

for preferred dividends for the preceding fiscal year in excess of an amount equal to the preferred dividends for such preceding fiscal year either paid or cumulated. "Consolidated net earnings available for preferred dividends" shall mean the consolidated gross revenues of the Corporation and its domestic subsidiaries, less all operating and non-operating expenses of the Corporation (including taxes on income and current additions to reserves), all determined by the independent certified public accountants who audit the books of the Corporation for the year as of which such determination is made, in accordance with generally accepted accounting principles. "Domestic subsidiary" means any corporation organized under the laws of any state of the United States of America, Canada, or any province of Canada which conducts the major portion of its business in the United States of America or Canada and all of the voting stock of which, except directors' qualifying shares, is, at the time as of which any determination is being made, owned by the Corporation, either directly or through domestic subsidiaries. No dividend (other than a dividend in common shares) shall be paid or declared and set apart for payment for the common shares pursuant to paragraph IV in any quarter unless the full preferred dividend for such quarter has been paid or declared and set apart for payment and all cumulated preferred dividends for preceding quarters have been paid or declared and set apart for payment. The Corporation shall not purchase any common shares in any quarter-annual period unless the full preferred dividend for such period and preferred dividends which have cumulated for prior periods have been paid or declared and set apart for payment.

IV. The holders of common shares shall be entitled to receive such dividends as may from time to time be declared by the directors out of any surplus or net profits of the Corporation legally available for the payment of dividends remaining after all dividends on preferred shares required to be paid or declared and set apart for payment before any dividend shall be paid or declared and set apart for payment on common shares pursuant to the preceding paragraph have been paid or declared and set apart for payment.

V. The rights of the holders of preferred shares and common shares in respect of dividends shall be at all times subject to the power of the directors from time to time to set aside such reserves and to make such other provision, if any, as said board shall deem to be necessary or advisable for working capital, for additions and improvements to plant and equipment, for expansion of the corporation's business (including acquisition of real and personal property for that purpose) and for any other purpose of the Corporation.

VI. The preferred shares shall be preferred over all other classes of shares of the Corporation as to both earnings and assets, and, in the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the Corporation, the holders of the preferred shares shall be entitled to receive out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, an amount equal to \$22 for each preferred share, plus an amount equal to all preferred dividends cumulated as provided in paragraph III which have not been paid, for every share of their holdings of preferred shares before any distribution of the assets shall be made to holders of any other class of shares of the Corporation; and in the event of any such distribution of assets the holders of the common shares shall be entitled, to the exclusion of the holders of preferred shares, to participate, according to their respective shares, upon

distribution of any assets of the Corporation then remaining. If upon any such liquidation, dissolution or winding up of the Corporation the assets thus distributable among the holders of preferred shares shall be insufficient to permit the payment to such holders of preferred shares of the preferential amounts aforesaid, then the entire assets of the Corporation shall be distributed ratably among the holders of the preferred shares according to the amount which they respectively would be entitled to receive if such assets available for distribution as aforesaid were sufficient to permit the payment in full of said sums.

VII. The preferred shares at any time outstanding may be redeemed by the Corporation at its election expressed by resolution of its directors, in whole or in part, at any time or from time to time, upon not less than 30 days previous notice to the holders of record of the preferred shares to be redeemed given by mail or by publication in such manner as may be prescribed by resolution of the Board of Directors, at the price (herein called the "redemption price") of \$25 per share, plus an amount equal to all preferred dividends cumulated as provided in paragraph III which have not been paid. If less than all the outstanding preferred shares are to be redeemed, the redemption may be made either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice) or, if the Corporation shall so elect, from and after a date (herein called the "date of deposit" and which shall be prior to the date fixed as the date of redemption) on which the Corporation shall provide moneys for the payment of the redemption price by depositing the amount thereof for account of the preferred shareholders entitled thereto with a bank or trust company doing business in the Borough of Manhattan in the City of New York and having capital and surplus of at least \$2,000,000 (herein called the "Depositary"), pursuant to notice of such election included in the notice of redemption, specifying the date on which such deposit will be made, all dividends on the preferred shares thereby called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Corporation, except the right to receive the redemption price as hereinafter provided, shall cease and determine. After the deposit of such amount with such Depositary the respective holders of record of the preferred shares to be redeemed shall be entitled to receive the redemption price at any time upon actual delivery to the transfer (if required) and duly endorsed in blank or accompanied by proper instruments of assignment and transfer thereof duly endorsed in blank. Any moneys so deposited which shall remain unclaimed by the holders of such preferred shares at the end of six years after the redemption date, together with any interest thereon which shall be allowed by the Depositary shall be paid by such Depositary to the corporation. Preferred shares redeemed or purchased under any provisions of these Articles or otherwise shall not be reissued, and no preferred shares shall be issued in lieu thereof or in exchange therefor, and such shares shall be retired from time to time in the manner permitted by law.

FIFTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is United Corporate Services, Inc., 10 Bank Street, White Plains, New York 10606.

SIXTH: No holder of shares of the Corporation of any class, now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that nothing contained in this Article shall eliminate or limit the liability of any director, if a judgment or final adjudication adverse to him, establishes that his acts or omissions were in bad faith, or involved intentional misconduct or a knowing violation of law or that he personally gained a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the New York Business Corporation Law.

EIGHTH: The Corporation shall have the right to indemnify any and all directors and officers to the fullest extent permitted by the New York Business Corporation Law.

IN WITNESS WHEREOF, the undersigned has signed this certificate and does hereby affirm the statements contained therein as true under the penalties of perjury this 11th day of February, 1998.



Joel A. Feldman
Sole Incorporator

Morrison Cohen Singer & Weinstein, LLP
750 Lexington Avenue
New York, New York 10022

5

F 980 213000 332

CERTIFICATE OF INCORPORATION

OF

BC MERGER COMPANY, INC.

Under Section 402 of the Business Corporation Law of the State of New York

FILED FEB 13 1998

BILLED

Morrison Cohen Singer & Weinstein
750 Lexington Avenue
New York, New York 10022

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 13 1998
TAX \$ 3,000.00
BY: Jce

A
TAX 3,000.00

6

Newy

980 213000 342