

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DJ TOLEDO, INC.", A DELAWARE CORPORATION,

"DOEHLER-JARVIS GP, INC.", A DELAWARE CORPORATION,

"DOEHLER-JARVIS LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "DOEHLER-JARVIS, INC." UNDER THE NAME OF "DOEHLER-JARVIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, A.D. 1994, AT 9:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9401800

DATE: 11-12-98

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 06/13/1994
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CERTIFICATE OF MERGER

OF

DOEHLER-JARVIS, INC.,**DOEHLER-JARVIS GP, INC.,****DJ TOLEDO, INC.****AND****DOEHLER-JARVIS LIMITED PARTNERSHIP**

Pursuant to Sections 263 and 103 of the General Corporation Law of the State of Delaware, Doehler-Jarvis Limited Partnership, a Delaware limited partnership, Doehler-Jarvis GP, Inc., a Delaware corporation, and DJ Toledo, Inc., a Delaware corporation, hereby merge with and into Doehler-Jarvis, Inc., a Delaware corporation, (together, the "Constituent Entities") and state as follows:

1. Each of the Constituent Entities has its principal place of business in the State of Ohio.

2. The Constituent Entities have entered into a merger agreement ("Merger Agreement"), which Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 263(c) of the General Corporation Law of the State of Delaware and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, as applicable;

3. The name of the surviving corporation shall be Doehler-Jarvis, Inc.;

4. In conjunction with the merger, the Certificate of Incorporation of Doehler-Jarvis, Inc. has been restated, which Restated Certificate of Incorporation is attached hereto as Exhibit A;

5. The executed Merger Agreement is on file at the principal place of business of Doehler-Jarvis, Inc., 5400 North Detroit Avenue, Toledo, Ohio 43612-3516; and

6. Doehler-Jarvis, Inc. will furnish a copy of the Merger Agreement, upon written request and without any cost, to any stockholder of Doehler-Jarvis, Inc., Doehler-Jarvis GP, Inc., or DJ Toledo, Inc., or any partner of Doehler-Jarvis Limited Partnership.

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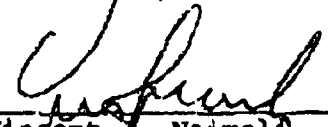
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IN WITNESS WHEREOF, Doehler-Jarvis, Inc. has caused this Certificate of Merger to be signed on the 13th day of June, 1994 by its Chairman of the Board.

DOEHLER-JARVIS, INC.

By:


Vincent J. Naimoli
Chairman of the Board

Attest:


Gary E. Rohrs
Secretary