

of §1701.81 of the General Corporation Law of the State of Ohio, and such date and time is herein referred to as the "Effective Time of the Merger". National and Emery will cause such filing to be made as soon as practicable after the shareholders' meeting referred to in Section 6.04.

SECTION 1.03. Instruments. From time to time as and when requested by National or the Surviving Corporation, or by their successors or assigns, the officers and directors of Emery last in office shall execute and deliver such deeds and other instruments of transfer and shall take or cause to be taken such further or other actions as shall be reasonably necessary in order to vest or perfect in the Surviving Corporation, or to confirm of record or otherwise to the Surviving Corporation, to the extent such officers and directors have the power so to do, title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Emery.

SECTION 1.04. Service of Process. The Surviving Corporation agrees that it may be served with process in any proceeding for the enforcement of any obligation of either Constituent Corporation arising prior to the Effective Time of the Merger and any obligation incurred by the Surviving Corporation subsequent to the Effective Time of the Merger, and hereby appoints L.H. Lanman, Esq., 1440 Carew Tower, Cincinnati, Ohio 45202, as its agent to accept service of process in any proceeding.

ARTICLE TWO

**ARTICLES OF INCORPORATION,
REGULATIONS, DIRECTORS AND OFFICERS**

SECTION 2.01. Articles of Incorporation. The Articles of Incorporation of NDCC are hereby amended, effective at the Effective Time of the Merger, to read as follows:

**"ARTICLES OF INCORPORATION
OF
EMERY INDUSTRIES, INC.**

FIRST: The name of said corporation shall be Emery Industries, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of Cincinnati in Hamilton County.

THIRD: The purpose for which it is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive of the Revised Code of Ohio.

FOURTH: The authorized number of shares of the corporation is 1,000 all of which shall be with a par value of \$0.01 each.

FIFTH: The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors, or of all of the shareholders:

The board of directors is expressly authorized to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase on behalf of the corporation any shares issued by it to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities plus stated capital.

The corporation may in its regulations confer powers upon its board of directors in addition to the powers and authorities conferred upon it expressly by Sections 1701.01 et seq. of the Revised Code of Ohio.

Any meeting of the shareholders or the board of directors may be held at any place within or without the State of Ohio in the manner provided for in the regulations of the corporation.

Any amendments to the articles of incorporation may be made from time to time, and any proposal or proposition requiring the action of shareholders may be authorized from time to

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