

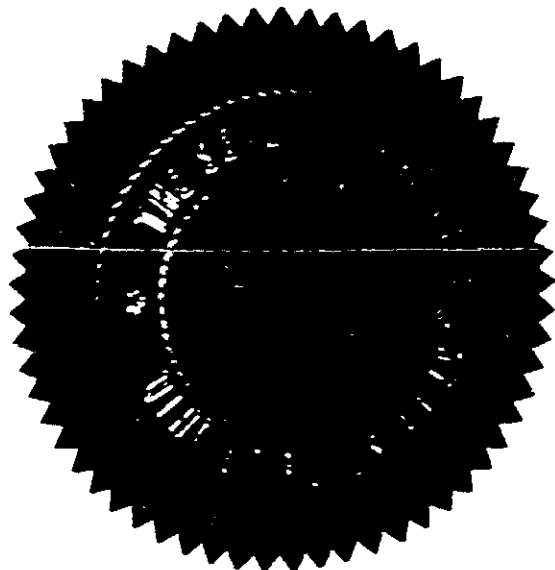
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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, ANTHONY J. CELEBREZZE, JR.,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the Certificate of AGREEMENT OF MERGER of: "EMERY INDUSTRIES, INC., an Ohio corporation, charter #163409, merging into: NDCC CORP, an Ohio corporation, the survivor, charter #507345, and change of surviving corporate title to: EMERY INDUSTRIES, INC., and change of corporate location to: Cincinnati, Hamilton County filed in this office on the 19TH day of MAY A. D. 1978 and recorded on (in) Roll (Volume) E421, Frame (Page) 1578 of the Records of Incorporations.

WITNESS my hand and official seal at Columbus, Ohio, this 26TH day of DECEMBER A.D. 19 79



Anthony J. Celebrezze, Jr.
ANTHONY J. CELEBREZZE, JR.
Secretary of State

RECORDED JAN 18 1980 at 1:00 P.M.

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