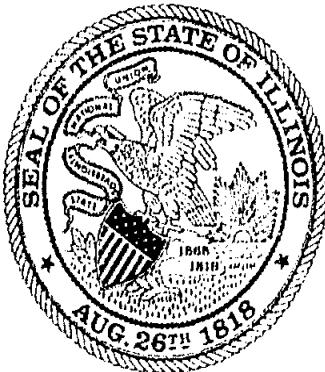


Whereas, ARTICLES OF MERGER OF RUBLOFF INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

DEPT-01 RECORDING \$31.00
 T#1111 TRAN 4157 01/07/94 09:37:00
 #5995 # -94-020806
 COOK COUNTY RECORDER

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and voice to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of DECEMBER A.D. 19 93 and of the Independence of the United States the two hundred and 18TH*



George H. Ryan
 SECRETARY OF STATE

Form **BCA-11.25**
(Rev. Jan. 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File #

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

DEC 29 1993

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12.29.93

Filing Fee \$ 150

Approved: [Signature]

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to merge, consolidate, and the state or country of their incorporation: exchange shares

Name of Corporation	State or Country of Incorporation
Rubloff Inc.	Delaware
Lake Michigan Construction III, Inc.	Illinois
Arthur Rubloff International, Ltd.	Illinois

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: Rubloff Inc. 94020806
acquiring
(b) it shall be governed by the laws of: Delaware

4. Plan of merger consolidation is as follows: exchange

If not sufficient space to cover this point, add one or more sheets of this size.

See attached rider.

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DEC 29 1993
SECRETARY OF STATE

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5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11 20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7 10 (§ 11 220)

By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7 10 & § 11 20

Name of Corporation

_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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Property of Cook County Clerk's Office

Form BCA-11.25

Articles of Merger, Consolidation or Exchange

Names of Corporations Proposing to Merge:

Rubloff Inc.

Lake Michigan Construction III, Inc.

Arthur Rubloff International, Ltd.

4. Plan of merger is as follows:

FURTHER RESOLVED, that the proposed merger of (i) Lake Michigan Construction III, Inc. ("LMC"), an Illinois corporation and wholly-owned subsidiary of Rubloff Inc. (the "Parent Corporation"), and (ii) Arthur Rubloff International, Ltd. ("ARI"), an Illinois corporation and wholly-owned subsidiary of the Parent Corporation, in each case into and with the Parent Corporation (with the Parent Corporation to be the surviving corporation in each such merger) is hereby authorized and approved, that LMC and ARI be merged with and into the Parent Corporation (which, as a result of said mergers, shall take title to LMC's and ARI's assets and shall assume LMC's and ARI's liabilities and obligations); and that the officers of the Parent Corporation are each authorized and directed to do, or cause to be done, all acts and things as may be necessary or desirable to accomplish said mergers.

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(Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Lake Michigan Construction III, Inc.	1,000	1,000
Arthur Rubloff International, Ltd.	1,000	1,000

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was December 20, 19 93

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

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8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 27, 19 93

RUBLOFF INC.

94020806

attested by William Hebble
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

William Hebble, Asst. Secretary
(Type or Print Name and Title)

Howard L. Weinstein, President
(Type or Print Name and Title)

Dated _____, 19 _____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

Dated _____, 19 _____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

Form BCA-11.25

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