

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, *Thelma L. Stovall*, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

Merger Agreement between "Haughton Elevator Company", (Ohio corporation)

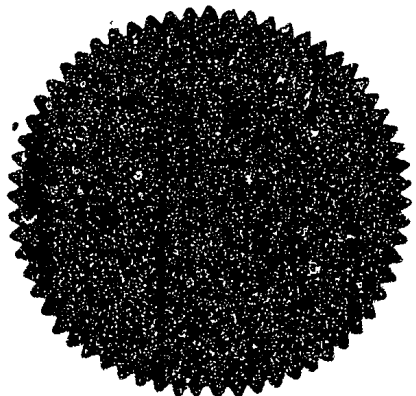
and "Toledo Scale Company", (New Jersey corporation), constituting Amended

Articles of Incorporation for the surviving Ohio corporation, Haughton Elevator Company, which survives under the name

of TOLEDO SCALE CORPORATION
Name of Corporation

a corporation of the State of OHIO, Name of State, with home office at TOLEDO, OHIO, Address; have or has been filed in my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State,
 this 26th day of November 1957



SECRETARY OF STATE

Secretary of State

By _____
 Assistant Secretary of State.

SECRETARY OF STATE
RECEIVED
NOV 26 1957
COMMONWEALTH OF KENTUCKY

CONSENT TO USE OF NAME

23540

TOLEDO SCALE COMPANY, a corporation organized under the laws of the State of New Jersey, hereby consents to the qualification of TOLEDO SCALE CORPORATION.

IN WITNESS WHEREOF, the said TOLEDO SCALE COMPANY has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 6th day of November, 1957.

TOLEDO SCALE COMPANY
[Signature]
VICE PRESIDENT

Attest:

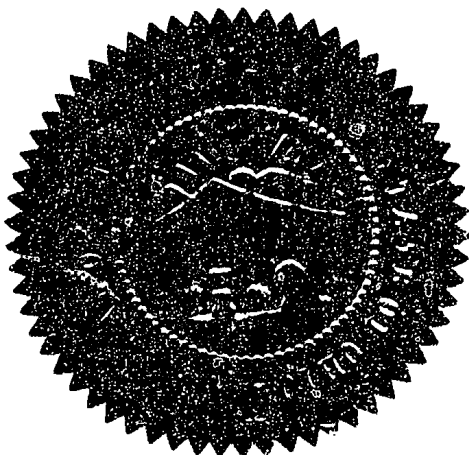
[Signature]
ASSISTANT SECRETARY

(Seal)

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

I, TED W. BROWN,

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 Merger Agreement between HAUGHTON ELEVATOR COMPANY, (Ohio) and TOLEDO SCALE COMPANY, (New Jersey), constituting Amended Articles of Incorporation for the surviving Ohio corporation, HAUGHTON ELEVATOR COMPANY, which survives under the name TOLEDO SCALE CORPORATION, filed in this office on the 19th day of November A. D. 1957 and recorded on Roll B 21 , Frame 735 , of the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 19th day of November,
A.D. 1957.

Ted W. Brown

TED W. BROWN
SECRETARY OF STATE

Agreement of Merger

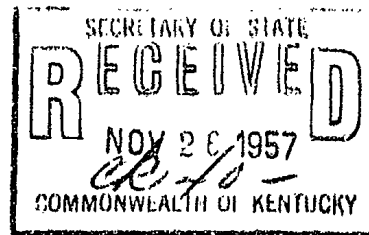
BETWEEN

HAUGHTON ELEVATOR COMPANY

AND

TOLEDO SCALE COMPANY

Dated September 25, 1957



5- 23540

machinery, machine tools, engines, tools, fixtures, supplies, apparatus, equipment, accessories, appurtenances and appliances of all types and kinds, and to do any and all things that may from time to time be necessary, advantageous or advisable for the prosecution, maintenance, operation or expansion of the Corporation's business;

To enter into, assist, promote, conduct, perform or participate in any and all kinds of commercial, mercantile, mining, transportation or industrial enterprise, business or work, contract, undertaking, venture or operation, in the United States, in any territory or country subject to the jurisdiction of the United States or in any foreign country;

To acquire, by purchase, subscription, underwriting, participation in syndicates, or otherwise, and to hold, own, use, sell, assign, transfer, mortgage, pledge, exchange, hypothecate or otherwise dispose of, shares of stock, bonds, mortgages, debentures, trust receipts, participation certificates, certificates of beneficial interest, notes, scrip, evidences of indebtedness, contracts or other obligations or other securities, or interests therein, of corporations, associations, firms, trusts, governments, states, colonies, municipalities, and other organizations or persons, domestic or foreign, and to issue in exchange therefor, shares, bonds, or other securities or evidences of indebtedness of this Corporation, and while the owner or holder of any such property, to receive, collect, or dispose of the interest, dividends and income and other rights accruing on or from such property, and to possess and exercise in respect thereof all of the rights, powers and privileges of ownership or interest in any of the foregoing, including the right to vote thereon for any and all purposes, and to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof and to endorse or guarantee the same or become surety in respect thereof, and to aid by loan, subsidy, guaranty or otherwise, those issuing, selling, creating or responsible for the same; to loan its moneys; and to acquire, own, hold, use, lease, sell and mortgage real estate and personal property;

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, in which or in the welfare of which this Corporation shall have any interest; and to aid or participate in the reorganization, consolidation or merger of any corporation in which or in the welfare of which this Corporation shall have an interest;

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description;

To acquire all or any part of the goodwill, rights, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity, or individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the corporation or otherwise, and to pay for the same in cash or in shares or obligations of the Corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity, domestic or foreign, and to conduct in the State of Ohio and/or in any other state, territory, locality or country the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Ohio;

To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, processes and any improvements and modifications thereof, and any and all letters patent of the United States or of any other country, state, territory, or locality, and all rights connected therewith or appertaining thereunto, and any and all copyrights granted by the United States or any other country, state, territory, or locality, and any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality;

of Common Shares theretofore held by each holder thereof shall be increased or decreased, the number of then unissued Common Shares which shall not be subject to pre-emptive rights pursuant to the foregoing provisions of this Paragraph C shall be correspondingly increased or decreased.

SIXTH: The amount of the stated capital of the shares of the Surviving Corporation to be outstanding at the effective date of the merger shall be the aggregate par value of all such shares to be so outstanding, but the amount of such stated capital shall be not less than five hundred dollars (\$500.00).

SEVENTH: The number of the first directors of the Surviving Corporation is to be fourteen, and their names and post-office addresses are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| J. P. Bernard | Toledo Scale Corporation, Toledo, Ohio |
| F. K. Billett | Toledo Scale Corporation, Toledo, Ohio |
| John A. Brubaker | Toledo Scale Corporation, Toledo, Ohio |
| Chester H. Burke | Union Commerce Building, Cleveland, Ohio |
| Milton Knight | National Bank Building, Toledo, Ohio |
| W. W. Knight | Perrysburg, Ohio |
| W. W. Knight, Jr. | National Bank Building, Toledo, Ohio |
| C. O. Marshall | Toledo Trust Building, Toledo, Ohio |
| Harris McIntosh | Toledo Scale Corporation, Toledo, Ohio |
| G. L. McKenna | Toledo Scale Corporation, Toledo, Ohio |
| Frank P. Mohatt | Toledo Scale Corporation, Toledo, Ohio |
| Walter A. Nikazy | Toledo Scale Corporation, Toledo, Ohio |
| John T. Rohr | Toledo Trust Building, Toledo, Ohio |
| H. L. Thompson, Jr. | Perrysburg, Ohio |

The number of the first officers of the Surviving Corporation is to be four, and their names, offices, and post-office addresses are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|------------------|-----------------------------|--|
| Harris McIntosh | President | Toledo Scale Corporation, Toledo, Ohio |
| J. P. Bernard | Executive Vice President | Toledo Scale Corporation, Toledo, Ohio |
| F. K. Billett | Secretary and Treasurer | Toledo Scale Corporation, Toledo, Ohio |
| John A. Brubaker | Vice President | Toledo Scale Corporation, Toledo, Ohio |

The said directors and officers shall hold their respective offices until their respective successors shall be chosen, either according to law or the Code of Regulations of the Surviving Corporation.

EIGHTH: The name and address of the statutory agent upon whom any process, notice or demand against either Constituent Corporation or the Surviving Corporation may be served are: Harris McIntosh, Toledo Scale Corporation, Telegraph Road, Toledo 1, Ohio.

NINTH: The authorized shares of Houghton consist of 600,000 Common Shares, par value \$1 per share, of which, at September 15, 1957, 401,200 Common Shares were outstanding. Houghton proposes to issue an additional 45,100 of its authorized and unissued Common Shares prior to the effective date of the merger in exchange for all of the outstanding capital stock of Elevator Maintenance Company, Ltd., a California corporation, said outstanding capital stock consisting of 1,140 shares of preferred stock and 4,510 shares of common stock.

prior to the effective date of the merger. Each such option shall otherwise be, and continue to be, subject to all of the terms and conditions applicable thereto immediately prior to the effective date of the merger.

TENTH: Prior to the effective date of the merger, except as otherwise consented to in writing by the other,

- (1) Haughton and Toledo shall each conduct its business in its usual and ordinary manner;
- (2) Neither Haughton nor Toledo shall issue or sell, or issue rights to subscribe to, any of its shares or any shares of its stock (whether authorized and unissued or held in its treasury) except that:
 - (a) Toledo may issue shares of Toledo Common Stock upon the exercise of stock options outstanding under its Key Employee Restricted Common Stock Option and Ownership Plan;
 - (b) Toledo may exchange shares of Toledo Common Stock for shares of Toledo Preferred Stock as referred to in the second paragraph of Article NINTH above; and
 - (c) Haughton may issue not exceeding 45,100 of Haughton Common Shares in exchange for the outstanding stock of Elevator Maintenance Company, Ltd.;
- (3) Neither Haughton nor Toledo shall amend its articles or certificate of incorporation, except that each may amend its articles or certificate of incorporation with respect to corporate purposes, and except that Toledo may amend its certificate of incorporation in any manner necessary or appropriate to effectuate the retirement of its Preferred Stock;
- (4) Neither Haughton nor Toledo nor any of their respective subsidiaries shall issue or contract to issue funded debt (except loans between a parent corporation and a subsidiary or between subsidiaries); and
- (5) Neither Haughton nor Toledo shall declare or pay any dividend on stock other than, in the case of Haughton, quarterly dividends on Haughton Common Shares of not more than 25¢ per share, and in the case of Toledo, quarterly dividends on Toledo Preferred Stock of not more than 62½¢ per share and a dividend or dividends on Toledo Common Stock aggregating not more than \$1.12½ per share declared and paid prior to October 1, 1957; *provided*, however, that if Haughton shall declare any such quarterly dividend or dividends on Haughton Common Shares payable to persons who are shareholders of record as of a date or dates on or after September 25, 1957 and prior to the effective date of the merger, then Toledo may in addition to the foregoing declare and pay on Toledo Common Stock prior to the effective date of the merger a dividend or dividends per share of Toledo Common Stock aggregating not in excess of six (6) times the aggregate amount per share of any such dividend or dividends declared on Haughton Common Shares.

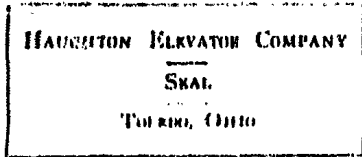
ELEVENTH: The Code of Regulations of Haughton on the effective date of the merger shall be the Code of Regulations of the Surviving Corporation.

TWELFTH: The following provisions are adopted for the purpose of defining, limiting or regulating the exercise of the authority of the Corporation, the directors, the officers and the shareholders:

- (a) The Corporation may, at any time and from time to time, purchase Common Shares issued by it, when authorized by its Board of Directors, except that no such purchase shall be made if (i) after such purchase its assets would be less than its liabilities plus stated capital, or (ii) the Corporation is insolvent, or (iii) if there is reasonable ground to believe that by such purchase it would be rendered insolvent.
- (b) The Corporation reserves the right, in any manner now or hereafter prescribed by law, to amend, alter, change or repeal any provision contained in its articles and all rights and powers of whatsoever nature conferred herein are subject to this reserved right.

In Witness Whereof, Houghton has caused this instrument to be executed in its corporate name by its President and its Secretary, and its corporate seal to be hereunto affixed and the same to be attested by its Secretary, and the Directors of Houghton have entered into and signed this Agreement, and Toledo has caused this instrument to be executed in its corporate name by its President and its Secretary, and its corporate seal to be hereunto affixed and the same to be attested by its Secretary, and the Directors of Toledo have entered into and signed this Agreement, all on the day and year first above written.

HAUGHTON ELEVATOR COMPANY



By JOHN A. BRUBAKER
JOHN A. BRUBAKER, *President*

By RAY LIGHTHALL
RAY LIGHTHALL, *Secretary*

Attest:

RAY LIGHTHALL
RAY LIGHTHALL, *Secretary*

JOHN A. BRUBAKER
JOHN A. BRUBAKER

CHESTER H. BURKE
CHESTER H. BURKE

RAY LIGHTHALL
RAY LIGHTHALL

FRANK P. MOHATT
FRANK P. MOHATT

WALTER A. NIKAZY
WALTER A. NIKAZY

M. RUSSELL RICK
M. RUSSELL RICK

THOMAS ROTH
THOMAS ROTH

HAROLD W. SKYMOOR
HAROLD W. SKYMOOR

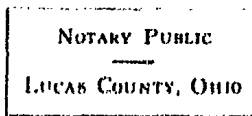
HUBERT C. WOODBURY
HUBERT C. WOODBURY

*Being at least a majority of the Directors
of Houghton Elevator Company*

STATE OF OHIO }
COUNTY OF LUCAS } ss.:

Before me, a Notary Public in and for the said County, personally appeared JOHN A. BRUBAKER and RAY LIGHTHALL, known to me to be the persons who, as President and Secretary, respectively, of HAUGHTON ELEVATOR COMPANY, one of the corporations which executed the foregoing Agreement of Merger, signed the same, and acknowledged to me that they did so sign the said instrument in the name and on behalf of the said corporation as such officers, respectively; that the same is their free act and deed as such officers, respectively, and the free and corporate act and deed of the said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to the said instrument is the corporate seal of the said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and affixed my official seal at Toledo, Ohio, this 25th day of September, 1957.

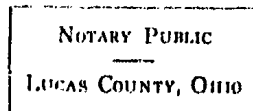


JAMES H. HAZEL
JAMES H. HAZEL
Notary Public, Lucas County, Ohio
My Commission Expires April 15, 1960

STATE OF OHIO }
COUNTY OF LUCAS } ss.:

Before me, a Notary Public in and for the said County, personally appeared JOHN A. BRUBAKER, CHESTER H. BURKE, RAY LIGHTHALL, FRANK P. MOHATT, WALTER A. NIKAZY, M. RUSSELL RICR, THOMAS ROGH, HAROLD W. SEYMOUR and HUBERT C. WOODBURY, known to me to be the persons who, as Directors of HAUGHTON ELEVATOR COMPANY, one of the corporations which executed the foregoing Agreement of Merger, signed the same, and severally acknowledged to me that they did so sign the said instrument as such Directors, respectively; that the same is their free act and deed as such Directors, respectively, and the free and corporate act and deed of the said corporation; and that the seal affixed to the said instrument is the corporate seal of the said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and affixed my official seal at Toledo, Ohio, this 25th day of September, 1957.



JAMES H. HAZEL
JAMES H. HAZEL
Notary Public, Lucas County, Ohio
My Commission Expires April 15, 1960

STATE OF OHIO }
COUNTY OF LUCAS } ss.:

Before me, a Notary Public in and for the said County, personally appeared HARRIS McINTOSH and F. K. BILLET, known to me to be the persons who, as President and Secretary, respectively, of TOLEDO SCALE COMPANY, one of the corporations which executed the foregoing Agreement of Merger, signed the same, and acknowledged to me that they did so sign the said instrument in the name and on behalf of the said corporation as such officers, respectively; that the same is their free act and deed as such officers, respectively, and the free and corporate act and deed of the said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to the said instrument is the corporate seal of the said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and affixed my official seal at Washington Township, Ohio, this 25th day of September, 1957.

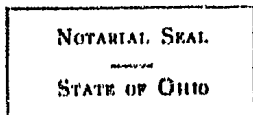


J. F. CLOWERY
J. F. CLOWERY
Notary Public, State of Ohio
My Commission Expires Mar. 5, 1960

STATE OF OHIO }
COUNTY OF LUCAS } ss.:

Before me, a Notary Public in and for the said County, personally appeared JOHN P. BERNARD, F. K. BILLET, W. W. KNIGHT, W. W. KNIGHT, JR., C. O. MARSHALL, HARRIS McINTOSH, G. L. McKENNA, and H. L. THOMPSON, JR., known to me to be the persons who, as Directors of TOLEDO SCALE COMPANY, one of the corporations which executed the foregoing Agreement of Merger, signed the same, and severally acknowledged to me that they did so sign the said instrument as such Directors, respectively; that the same is their free act and deed as such Directors, respectively, and the free and corporate act and deed of the said corporation; and that the seal affixed to the said instrument is the corporate seal of the said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my hand and affixed my official seal at Washington Township, Ohio, this 25th day of September, 1957.



J. F. CLOWERY
J. F. CLOWERY
Notary Public, State of Ohio
My Commission Expires Mar. 5, 1960

**Certificate as to Adoption of
Agreement of Merger
by
HAUGHTON ELEVATOR COMPANY**

We, JOHN A. BRUBAKER and RAY LIGHTHALL, the President and the Secretary, respectively, of HAUGHTON ELEVATOR COMPANY, an Ohio corporation, DO HEREBY CERTIFY, in accordance with the provisions of Section 1701.80 of the Revised Code of the State of Ohio and Section 14:12-3 of the Revised Statutes of the State of New Jersey:

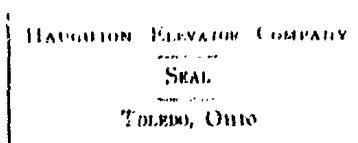
I. That the foregoing Agreement of Merger was approved, entered into and signed by a majority of the directors of the said corporation under the corporate seal thereof at a meeting of the Board of Directors duly called and held for that purpose on September 25, 1957, and was likewise signed on behalf of the said corporation by its President and its Secretary under the corporate seal thereof.

II. That thereafter the said Agreement of Merger was duly submitted to the shareholders of the said corporation at a meeting thereof called for the purpose of taking the same into consideration, which meeting was held on November 8, 1957, upon twenty (20) days' notice of the time, place and object thereof mailed to the last known post-office address of each such shareholder; that the said Agreement of Merger was considered by the said shareholders at the said meeting and a vote of the said shareholders was taken by ballot for the adoption or rejection of the said Agreement of Merger, each common share being entitled to one vote; and that the holders of shares entitling them to exercise two-thirds of the voting power of the said corporation, namely, the holders of at least two-thirds of all the capital stock voted in favor of the adoption of the said Agreement of Merger.

III. That the meeting of shareholders of the said Ohio corporation and the said vote by ballot upon the adoption of the said Agreement of Merger were held and taken separately from the meeting and vote of the stockholders of Toledo Scale Company, a New Jersey corporation, the other corporation a party to the said Agreement of Merger.

IV. That the location of the principal office of the said Ohio corporation in the State of New Jersey is Room 3211-19 Raymond--Commerce Building, Newark, New Jersey, County of Essex, and the name of the agents therein and in charge thereof upon whom process against the said Ohio corporation may be served is Bailey & Schenck.

IN WITNESS WHEREOF, we have hereunto signed our names as such President and Secretary, respectively, under the seal of the said HAUGHTON ELEVATOR COMPANY, an Ohio corporation, this 8th day of November, 1957.



JOHN A. BRUBAKER
JOHN A. BRUBAKER

RAY LIGHTHALL
RAY LIGHTHALL

**Certificate as to Adoption of
Agreement of Merger
by
TOLEDO SCALE COMPANY**

We, HARRIS McINTOSH and F. K. BILLETT, the President and the Secretary, respectively, of TOLEDO SCALE COMPANY, a New Jersey corporation, Do HEREBY CERTIFY, in accordance with the provisions of Section 14:12-3 of the Revised Statutes of the State of New Jersey and Section 1701.80 of the Revised Code of the State of Ohio:

I. That the foregoing Agreement of Merger was approved, entered into and signed by a majority of the directors of the said corporation under the corporate seal thereof at a meeting of the Board of Directors duly called and held for that purpose on September 25, 1957, and was likewise signed on behalf of the said corporation by its President and its Secretary under the corporate seal thereof.

II. That thereafter the said Agreement of Merger was duly submitted to the stockholders of the said corporation at a meeting thereof called for the purpose of taking the same into consideration, which meeting was held on November 8, 1957, upon twenty (20) days' notice of the time, place and object thereof mailed to the last known post-office address of each such stockholder; that the said Agreement of Merger was considered by the said stockholders at the said meeting and a vote of the said stockholders was taken by ballot for the adoption or rejection of the said Agreement of Merger, each share of stock entitling the holder to one vote; and that the holders of two-thirds of all the capital stock of the said corporation voted in favor of the adoption of the said Agreement of Merger.

III. That the meeting of stockholders of the said New Jersey corporation and the said vote by ballot upon the adoption of the said Agreement of Merger were held and taken separately from the meeting and vote of the shareholders of Houghton Elevator Company, an Ohio corporation, the other corporation a party to the said Agreement of Merger.

IV. That the location of the principal office of the said New Jersey corporation in the State of New Jersey is at 117 Main Street, Flemington, New Jersey, County of Hunterdon, and the name of the agent therein and in charge thereof upon whom process against the said New Jersey corporation may be served is George K. Large.

IN WITNESS WHEREOF, we have hereunto signed our names as such President and Secretary, respectively, under the seal of the said TOLEDO SCALE COMPANY, a New Jersey corporation, this 8th day of November, 1957.



HARRIS McINTOSH
HARRIS McINTOSH

F. K. BILLETT
F. K. BILLETT



| | | |
|-------------|------------------|---------------|
| ALBANY | ATLANTA | BALTIMORE |
| BOSTON | BUFFALO | CHICAGO |
| CINCINNATI | CLEVELAND | DALLAS |
| DENVER | DETROIT | DOVER, DEL. |
| HOUSTON | INDIANAPOLIS | LOS ANGELES |
| MINNEAPOLIS | NEW YORK | PHILADELPHIA |
| PITTSBURGH | PORTLAND, ME. | SAN FRANCISCO |
| SEATTLE | ST. LOUIS | WASHINGTON |
| | WILMINGTON, DEL. | |

CLEVELAND 14,
 UNION COMMERCE BUILDING
 925 RUCEDD AVENUE
 MAIN 1-4270

SECRETARY OF STATE
RECEIVED
 DEC 2 1957
 COMMONWEALTH OF KENTUCKY

November 29, 1957

Secretary of State of Kentucky
 Att: Corporation Department
 Frankfort, Kentucky

RE: TOLEDO SCALE CORPORATION

Dear Sir:

I acknowledge receipt of the evidence issued on behalf of the above named company, its qualification in your State, and the filing of merger documents between this company and Haughton Elevator Company.

Unfortunately, the enclosed document covering the filing of the merger agreement was not signed by the proper officials of your state. We shall appreciate your correcting this oversight and returning the document to this office at your convenience.

We shall also appreciate receiving from your office some evidence, letter or otherwise, indicating that Toledo Scale Company, the discontinuing company, has been properly withdrawn and the records marked accordingly.

Very truly yours,

C T CORPORATION SYSTEM

William J. Lappe, Jr.
 WILLIAM J. LAPPE, JR.

WJLjr:rek
 Enc.



| | | |
|-------------|------------------|--------------|
| ALBANY | ATLANTA | BALTIMORE |
| BOSTON | BUFFALO | CHICAGO |
| CINCINNATI | CLEVELAND | DALLAS |
| DENVER | DETROIT | DOVER, DEL. |
| HOUSTON | JERSEY CITY | LOS ANGELES |
| MINNEAPOLIS | NEW YORK | PHILADELPHIA |
| MEMPHIS | CLEVELAND, OHIO | PHILADELPHIA |
| SEATTLE | ST. LOUIS | WASHINGTON |
| | WILMINGTON, DEL. | |

SECRETARY OF STATE
RECEIVED
 NOV 26 1957
CR 40
 COMMONWEALTH OF KENTUCKY

CLEVELAND 14,
 UNION COMMERCE BUILDING
 606 RUGLID AVENUE
 MAIN 1-4270
 November 7th, 1957

Secretary of State of Kentucky
 Att: Corporation Department
 Frankfort, Kentucky

RE: TOLEDO SCALE CORPORATION (Ohio)
 TOLEDO SCALE COMPANY (New Jersey)
 Counsel: Mr. J. F. Clowery, Legal Dept.
 Toledo Scale Company
 Toledo, Ohio

5- 233540
F.T. 25.00
Nov. 10.00
P.A. 5.00

Gentlemen:

At the request of counsel for the purpose of qualifying the first above named company we enclose for filing executed qualification papers, one certified copy of Agreement of Merger which includes Amended Articles of Incorporation and our check payable to the Secretary of State in the amount of \$40.00. Also enclosed please find Consent to the Use of Name on behalf of the second above named company which is withdrawing from your State in accordance with the following paragraph of my letter.

Kindly release the enclosed collect wire when the qualification is completed.

On behalf of the second above named company enclosed please find Notice of Withdrawal, one copy of which is to be filed with the Secretary of State and one copy of which is to be forwarded to your Department of Revenue. A Tax Clearance pertaining to local taxes is being secured and will be forwarded to the Department of Revenue as soon as available in order to complete the desired withdrawal.

When each of the above matters is completed we ask that the evidence issued in connection with each be forwarded to this office as soon thereafter as possible.

Very truly yours,

C T CORPORATION SYSTEM

William J. Larpe, Jr.
 WILLIAM J. LARPE, JR.

OK send wire

WJI,jrc:ck
 Enc.