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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

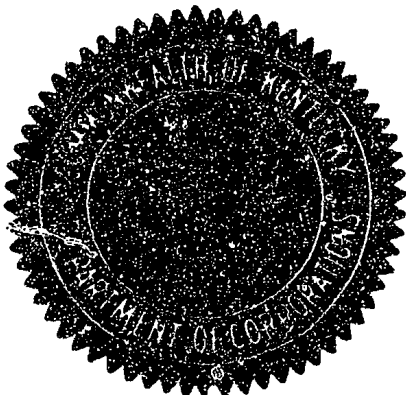
RIC OF DOWLING GREEN, INC.

*a domestic corporation, into ROYAL INTERNATIONAL CORPORATION,
a domestic corporation, duly signed and verified pursuant to the Provisions of Ken-
tucky Revised Statutes Chapter 271A have been received in this office and comply to
said statutes.*

*Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I
do hereby issue this Certificate of Merger of*

RIC OF DOWLING GREEN, INC.

INTO ROYAL INTERNATIONAL CORPORATION



SECRETARY OF STATE

*Witness my official signature and seal of office this 13TH
day of OCTOBER, 19 83, at Frankfort, Kentucky.*

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

OCT 13 1983

James Lee Bell
SECRETARY OF STATE

ARTICLES OF MERGER
BY AND BETWEEN
R.I.C. OF BOWLING GREEN, INC.
AND ROYAL INTERNATIONAL CORPORATION

Pursuant to KRS 271A.375, and other applicable law, Royal International Corporation, a Kentucky corporation, (hereinafter "Royal") by and through its duly authorized corporate officers, has executed these Articles of Merger under the terms of which R.I.C. of Bowling Green, Inc., a Kentucky corporation, (hereinafter "R.I.C.") shall be merged with and into Royal, with Royal being the surviving corporation.

ARTICLE I

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Plan of Merger

The Plan of Merger by and between R.I.C. and Royal is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE II

Outstanding Shares

R.I.C. has one class of no par common stock with 1,000 shares outstanding. Royal is the sole shareholder of R.I.C., owning all 1,000 shares outstanding.

ARTICLE III

Shareholder Notice

As the sole shareholder of R.I.C., Royal, pursuant to KRS 271A.375(4), hereby waives the requirement of KRS 271A.375(2) that a copy of the Plan of Merger be mailed to Royal.

PLAN OF MERGER

This is a Plan of Merger among R.I.C. of Bowling Green, Inc., a Kentucky corporation, and Royal International Corporation, a Kentucky corporation.

1. The names of the corporations proposing to merge are R.I.C. of Bowling Green, Inc. (hereinafter "R.I.C.") and Royal International Corporation (hereinafter "Royal"). R.I.C. is a wholly owned subsidiary of Royal. R.I.C. proposes to merge into Royal, which will be the surviving corporation.

2. All shares of R.I.C. will be canceled in order to effect the merger, and no shares shall be issued by Royal in exchange therefore.

3. No changes shall be made in the Articles of Incorporation of Royal, which Articles shall govern the operations of the surviving corporation.

4. Royal shall succeed to all of the assets and liabilities of R.I.C.

5. Pursuant to KRS 271A.375(4), Royal, as sole shareholder of R.I.C., does hereby waive the requirement of KRS 271A.375(2) that a copy of the Plan of Merger be mailed to Royal.

6. The merger shall be effective as of 12:00 midnight October 13, 1983.