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Office of Secretary of State
Commonwealth of Kentucky
Frankfort 40601

FRANCES JONES MILLS
SECRETARY OF STATE

502/564-3490
CORPORATION DEPARTMENT
502/564-7330

AUGUST 13, 1982

SONDRA G. VAN ATTA
ARENT, FOX, KINTNER, PLOTKIN & KAHN
FEDERAL BAR BLDG.
1815 H. STREET N. W.
WASHINGTON, D. C. 20006

RE: CHARLESTON LINEN SERVICE, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment
2. () Restated Articles of Incorporation
3. (~~xxx~~) Articles of Merger BUCKEYE LINEN SERVICE, INC. (NOT QUAL.) INTO CHARLESTON LINEN SERVICE, INC. (QUAL.) WAS FILED IN KENTUCKY ON AUGUST 13, 1982.
4. () Application for Certificate of Withdrawal
5. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Frances Jones Mills
Secretary of State



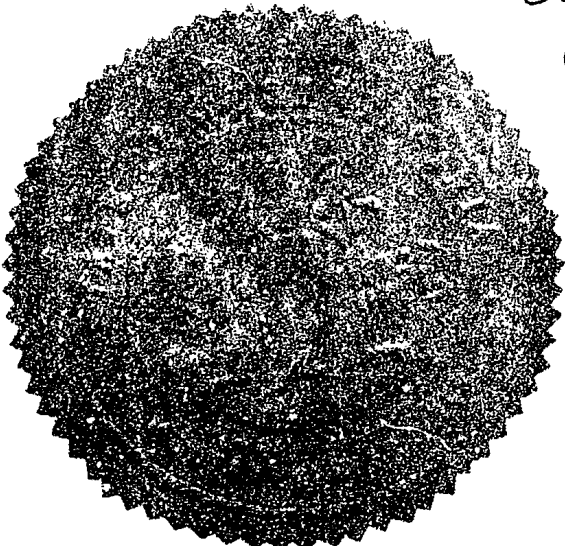
I, A. James Marchin, Secretary of State of the State of West Virginia, hereby certify that the following and hereto attached is a true copy of

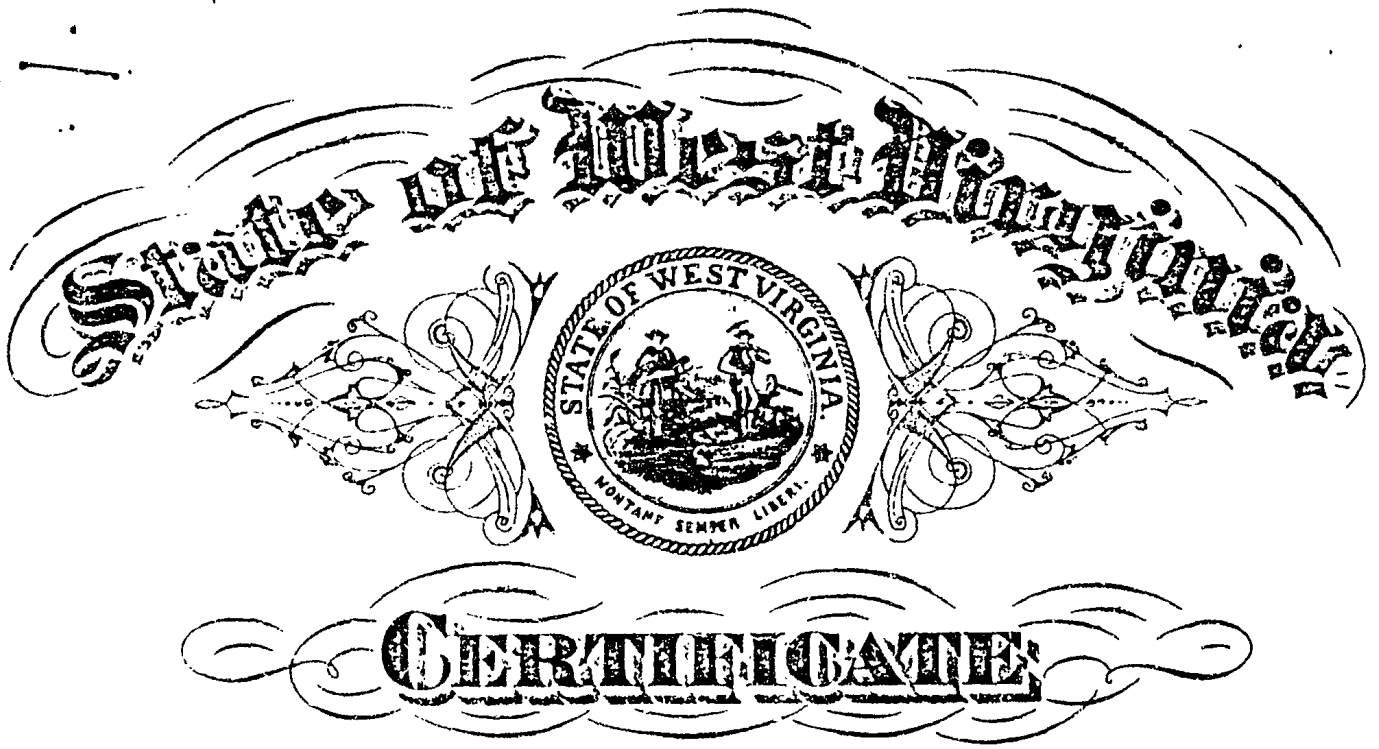
CERTIFICATE OF MERGER,
 OF
 BUCKEYE LINEN SERVICE, INC., ^{rev part} an Ohio corporation
 with andd into CHARLESTON LINEN SERVICE, INC., ^{part part} the
 survivor, dated the 1st day of August, 1982; as
 appears from the records of my said office.

Given under my hand and the Great Seal of the said State at the City of Charleston, this

FIRST _____ day of
 AUGUST, 19 82

A. James Marchin
 Secretary of State.





*I, James R. McCartney Secretary of State of the
State of West Virginia, hereby certify that*

duplicate originals of Articles of Merger of

BUCKEYE LINEN SERVICE, INC.,

an Ohio _____ corporation, into CHARLESTON
LINEN SERVICE, INC., a West Virginia corporation, duly
signed and verified pursuant to the provisions of Section 38,
Article 1, Chapter 31 of the Code of West Virginia, 1931, as
amended, have been received in this office and are found to
conform to law.

ACCORDINGLY, I hereby issue this Certificate of Merger of
BUCKEYE LINEN SERVICE, INC. into CHARLESTON LINEN SERVICE, INC.

and attach hereto a duplicate original of the Articles of
Merger.

*Given under my hand and the
Great Seal of the said State at
the City of Charleston, this*

FIRST

day of

AUGUST

19 82

J. James McCartney
Secretary of State



FILED IN THE OFFICE OF
SECRETARY OF STATE OF
WEST VIRGINIA

ARTICLES OF MERGER
OF
BUCKEYE LINEN SERVICE, INC.
INTO
CHARLESTON LINEN SERVICE, INC.

AUG 1 1982

THIS DATE _____

Pursuant to Section 36 of the West Virginia Corporation Act, the undersigned corporations adopt these Articles of Merger.

FIRST: The following Plan and Agreement of Merger was approved by the sole shareholder of Charleston Linen Service, Inc., the domestic constituent corporation, in the manner provided by Section 117 of the West Virginia Corporation Act, and by the sole shareholder of Buckeye Linen Service, Inc., the foreign constituent corporation, in the manner prescribed by the laws of Ohio, its state of incorporation:

PLAN AND AGREEMENT OF MERGER
OF
BUCKEYE LINEN SERVICE, INC.
INTO
CHARLESTON LINEN SERVICE, INC.

This Plan and Agreement of Merger is entered into this 23 day of July, 1982, pursuant to Section 34 of the West Virginia Corporation Act and Section 1701.79 of the Ohio Revised Code, between the following two corporations (the "constituent corporations"):

-- Buckeye Linen Service, Inc., an Ohio corporation ("Buckeye").

-- Charleston Linen Service, Inc., a West Virginia corporation ("Charleston" or the "surviving corporation").

RECITALS

A. The constituent corporations wish to merge into a single corporation, Charleston.

B. Under the law of West Virginia, under which Charleston is incorporated, and the law of Ohio, under which Buckeye is incorporated, Buckeye may be merged into Charleston.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the constituent corporations do hereby prescribe the terms and conditions of their merger (the "Merger") and mode of carrying the Merger into effect as follows:

1. Upon the effectiveness of the Merger, Buckeye shall merge into Charleston. Charleston shall be the surviving corporation, and shall continue to exist under the law of West Virginia.

2. The name of the surviving corporation shall be "Charleston Linen Service, Inc."

3. The purposes for which the surviving corporation are formed are as follows:

(a) To engage in the business of supplying clean laundered articles or the renting of coats, aprons, towels,

linens or any other wearing apparel or articles of a similar nature; to operate laundries and maintain regular laundry and cleaning services; to engage in the manufacture or jobbing of coats, aprons, towels, and linen and other textiles.

(b) To borrow money, and to make and issue notes and other evidences of indebtedness of all kinds, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(c) To purchase or otherwise acquire, and to hold, own, maintain, work, develop, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and generally to invest in trade and deal with real and personal property of every class and description; and to acquire by purchase or otherwise, and to hold for investment or otherwise, and to use, sell assign, transfer, mortgage, pledge or otherwise, deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incident or

appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof.

4. The total authorized capital stock of the surviving corporation shall consist of two hundred (200) shares of common stock without par value.

5. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of the surviving corporation shall be as follows: Because all of the outstanding shares of capital stock of both constituent corporations is owned by the same owner, namely, Mohenis Services, Inc., when the Merger becomes effective, all of the outstanding shares of Buckeye shall be automatically cancelled and cease to exist, and all of the outstanding shares of Charleston shall continue to be outstanding and shall represent all of the issued and outstanding shares of capital stock of the surviving corporation.

6. The terms and conditions of the Merger are as follows:

(a) The Articles of Incorporation of Charleston, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

(b) The bylaws of Charleston, as in effect on the date of the Merger, shall continue and remain in full force and effect as the bylaws of the surviving corporation.

(c) The directors and officers of Charleston shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors have been elected and qualified.

7. When the Merger becomes effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Buckeye shall be transferred to, vested and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the constituent corporations shall be as effectively the property of the surviving corporation as they were of the constituent corporations. Buckeye agrees that from time to time, as and when requested by the surviving corporation or by its successors or assigns, it shall execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of Buckeye acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger, and the proper officers and directors of Buckeye and the proper officers and directors of the sur-

viving corporation are fully authorized in the name of Buckeye or otherwise to take any and all such action.

8. The location of the principal office of the surviving corporation in West Virginia shall be 621 West Washington Street, Charleston, West Virginia 25302.

9. The location of the principal office of the surviving corporation in Ohio shall be in Columbus, Franklin County.

10. The surviving corporation consents to be sued and served with process in the State of Ohio, and irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the surviving corporation any obligation of Buckeye (being the sole constituent Ohio corporation) or to enforce the rights of any dissenting shareholder of Buckeye.

11. The surviving corporation desires to transact business in the State of Ohio as a foreign corporation. Accordingly, and pursuant to Section 1701.79(B)(7) of the Ohio Revised Code, the surviving corporation hereby appoints CT Corporation System as its designated agent upon which any process, notice or demand required or permitted by statute to be served upon the surviving corporation may be served. The address of the designated agent is Carew Tower, Cincinnati, Hamilton County, Ohio 45202. If the designated agent cannot be found, or if the surviving corporation has failed to designate another agent when required to do so under Sections

1703.01 to 1703.31 of the Ohio Revised Code, or if the surviving corporation's license to do business in the State of Ohio has expired or been cancelled, then, pursuant to Section 1703.19 of the Ohio Revised Code, the Ohio Secretary of State shall be the surviving corporation's designated agent upon whom may be served any process, notice or other demand required or permitted by statute to be served upon the surviving corporation or upon whom may be served process against the surviving corporation from any court in the State of Ohio or from any public authorities.

12. The Merger shall become effective on August 1, 1982, at 12:01 a.m.

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, the parties have caused these presents to be executed by the President and attested by the Secretary of each party.

ATTEST:

BUCKEYE LINEN SERVICE, INC.

[Corporate Seal]

By: /s/ Doris M. Short
Doris M. Short,
Secretary

By: /s/ Donald L. Struminger
Donald L. Struminger,
President

ATTEST:

CHARLESTON LINEN SERVICE, INC.

[Corporate Seal]

By: /s/ Doris M. Short _____
Doris M. Short,
Secretary

By: /s/ Donald L. Struminger _____
Donald L. Struminger,
Vice President

SECOND: As to each of the constituent corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan and Agreement of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
Buckeye Linen Service, Inc.	500 No Par Common	Not Applicable	
Charleston Linen Service, Inc.	200 No Par Common	Not Applicable	

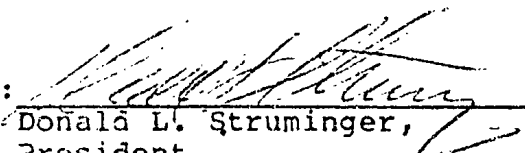
THIRD: As to each of the constituent corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan and Agreement of Merger, respectively, are as follows:

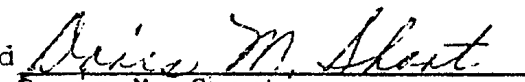
<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>	<u>Voted For</u>	<u>Voted Against</u>
			<u>Class</u>		
Buckeye Linen Service, Inc.	500	0		Not Applicable	
Charleston Linen Service, Inc.	200	0		Not Applicable	

Such votes were accomplished by the unanimous written consent of the shareholders of the constituent corporations, in accordance with Section 73 of the West Virginia Corporation Act and Section 1701.54 of the Ohio Revised Statutes.

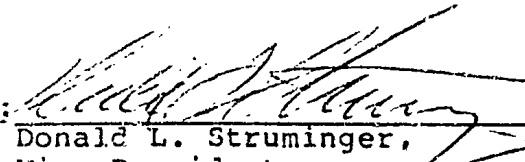
Dated: July 23, 1982


BUCKEYE LINEN SERVICE, INC.

By: 
Donald L. Struminger,
President

and 
Doris M. Short,
Secretary

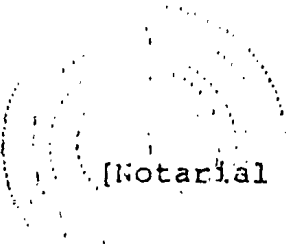
CHARLESTON LINEN SERVICE, INC.

By: 
Donald L. Struminger,
Vice President

and 
Doris M. Short,
Secretary

COMMONWEALTH OF VIRGINIA)
)
CITY OF PETERSBURG)

I, Naomi J. Jones, a Notary Public, do hereby certify that on this 27^m day of July, 1982 personally appeared before me Donald L. Struminger who, being by me first duly sworn, declared that he is the President of Buckeye Linen Service, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



[Notarial Seal]

Naomi J. Jones
Notary Public

My Commission expires: Dec 22, 1985

COMMONWEALTH OF VIRGINIA)
)
CITY OF PETERSBURG)

I, Naomi J. Jones, a Notary Public, do hereby certify that on this 27th day of July, 1982 personally appeared before me Donald L. Struminger who, being by me first duly sworn, declared that he is the Vice President of Charleston Linen Service, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

[Notarial Seal]

Naomi J. Jones
Notary Public

My Commission expires: Dec. 22, 1985

Arent, Fox, Kintner, Plotkin & Kahn

Federal Bar Building, 1815 H Street, N.W.

Washington, D.C. 20006

Telephone: (202) 857-6000

Cable: ARFOX Telex: WU 892672 ITT 440266

(202) 857-6309

August 11, 1982

Office of the Secretary of
State of Kentucky
Corporations Division
Capitol Building
Frankfort, Kentucky 40601

SECRETARY OF STATE
RECEIVED
AUG 13 1982

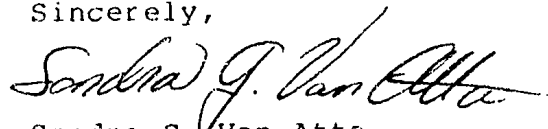
Re: Merger of Buckeye Linen Service, Inc. ~~COMMONWEALTH OF KENTUCKY~~
 Charleston Linen Service, Inc.

Dear Sir:

Enclosed you will find a certified copy of the Articles of Merger in which Buckeye Linen Service, Inc., an Ohio corporation, was merged into Charleston Linen Service, Inc., a West Virginia corporation qualified to transact business in Kentucky. Please file and record this item in your office on behalf of Charleston Linen Service, Inc., returning evidence thereof directly to me. Our check in the amount of \$10.00 is enclosed to cover the required fees.

If you should have any questions, please call me collect at the above number.

Sincerely,



Sondra G. Van Atta
Corporate Administrator

Enclosures

cc: Alan S. Dubin, Esq. (w/enc.)