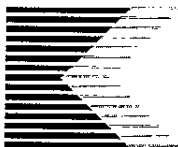


342583

KRUGLIAK
WILKINS
GRIFFITHS &
DOUGHERTY
CO., L.P.A.



THE FUTURE OF LAW

Stephanie Morgan Greene, Esq.
Direct Line: (330) 244-2868
sgreene@kwgd.com

April 25, 2001

Amendment Filing Section
Division of Corporation
Florida Department of State
PO Box 6327
Tallahassee FL 32314

100004101271--G
-05/01/01--01044--011
*****35.00 *****35.00

RE: *Dissolution of Earnest Machine Products Company – Southern Division*

Dear Sir or Madam:

With the above-referenced corporation, I am herewith enclosing for filing with your office original Articles of Dissolution, Resolution Adopted by Unanimous Written Consent of the Sole Shareholder Without a Meeting of Earnest Machine Products Company – Southern Division, and Minutes of Meeting of Directors, together with a check in the amount of \$35.00 to cover the cost of filing. Please file the Articles of Dissolution on behalf of the above-referenced corporation and return evidence of such filing to the undersigned in the self-addressed, stamped envelope provided.

If you have any questions concerning the enclosed, please do not hesitate to contact me at (800) 686-2522.

Very truly yours,

KRUGLIAK, WILKINS, GRIFFITHS
& DOUGHERTY CO., L.P.A.

Stephanie Morgan Greene

SMG/mj
Encl.

FILED
01 APR 30 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN MAY - 9 2001

- *Samuel Krugliak
- F. Stuart Wilkins
- Raymond E. Griffiths
- Ronald W. Dougherty
- David L. Simiele
- Fred J. Haupt
- Daniel A. Pramuk
- John Bogniard
- Michael A. Thompson
- Richard E. Davis
- Randall C. Hunt
- Sam O. Simmerman
- Terry A. Moore
- Paul H. Malesick II
- Karen Soehnen McQueen
- Jacqueline Boltas Caldwell
- David E. Butz
- Leslie Iams Kuntz
- Thomas W. Winkhart
- Susan Carson Rodgers
- Edward D. Murray
- James F. Contini II
- John M. Tucker
- Scott R. Miller
- John D. Clark
- Todd M. Kolarik
- Stephanie Morgan Greene
- Eric J. Williams
- Randall M. Traub
- Gregory D. Swope
- Scott M. Zurakowski

*Retired

4775 MUNSON ST NW
P.O. BOX 36963
CANTON, OH 44735-6963
330 497 0700
FAX 330 497 4020

OFFICES IN:
CANTON, ALLIANCE,
NEW PHILADELPHIA
AND SALEM

ARTICLES OF DISSOLUTION

FILED
01 APR 30 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Earnest Machine Products Company -
Southern Division

SECOND: The date dissolution was authorized: April 27 2000

THIRD: Adoption of Dissolution (CHECK ONE)

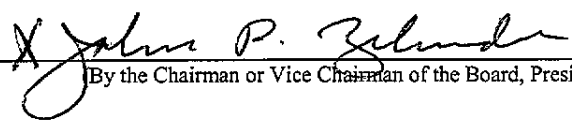
- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this _____ day of _____, _____.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

John Zehnder
(Typed or printed name)

President
(Title)