

H95677

Requestor's Name

1 From

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
APR - 1 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS APR 6 1998

Morgan

ARTICLES OF MERGER
Merger Sheet

MERGING:

MACK CONCRETE INDUSTRIES, INC., a Florida corporation, H95677
MACK VAULT COMPANY OF TOLEDO, an Ohio corporation not qualified in
Florida

INTO

MACK INDUSTRIES, INC.. an Ohio corporation not qualified in Florida

File date: April 1, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
MACK CONCRETE INDUSTRIES, INC.
AND
MACK VAULT COMPANY OF TOLEDO
AND
MACK INDUSTRIES, INC.**

FILED
98 APR -1 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation, the foreign wholly-owned subsidiary business corporation, and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

1. The following Plan of Merger for merging Mack Concrete Industries, Inc. and Mack Vault Company of Toledo with and into Mack Industries, Inc. was authorized, approved and adopted by the Board of Directors of Mack Concrete Industries, Inc. in the manner prescribed by the Florida Business Corporation Act, and by the Board of Directors of Mack Vault Company of Toledo and Mack Industries, Inc. in the manner prescribed by the laws under which such foreign business corporations are organized:

"1. Mack Industries, Inc., which is a business corporation of the State of Ohio and is the parent corporation and the owner of all of the outstanding stock of both Mack Concrete Industries, Inc., a business corporation of the State of Florida, and Mack Vault Company of Toledo, a business corporation of the State of Ohio, the subsidiary corporations, hereby merges Mack Concrete Industries, Inc. and Mack Vault Company of Toledo into Mack Industries, Inc., pursuant to the provisions of both the Florida Business Corporation Act and the laws of the jurisdiction of organization of Mack Vault Company of Toledo and Mack Industries, Inc.

"2. The separate existence of Mack Concrete Industries, Inc. shall cease at the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act; the separate existence of Mack Vault Company of Toledo shall cease at the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Mack Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. As of the effective date of the merger, the shares of stock of Mack Concrete Industries, Inc. and Mack Vault Company of Toledo shall be extinguished and cease to exist and no shares of stock of Mack Industries, Inc. shall be issued in exchange. The shares of stock of Mack Industries, Inc. outstanding upon the effective date of the merger shall be and remain outstanding shares of stock of Mack Industries, Inc. in accordance with their terms.

"4. The Board of Directors and the proper officers of Mack Concrete Industries, Inc., Mack Vault Company of Toledo and Mack Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

2. The merger of Mack Concrete Industries, Inc. and Mack Vault Company of Toledo with and into Mack Industries, Inc. is permitted by the laws of the jurisdiction of organization of Mack Vault Company of Toledo and Mack Industries, Inc. and has been authorized in compliance with said laws.

3. The date of approval of the foregoing Plan of Merger by the Board of Directors of Mack Concrete Industries, Inc. was March 31, 1998; the date of approval of the foregoing Plan of Merger by the Board of Directors of Mack Vault Company of Toledo was March 31, 1998; and the date of approval of the foregoing Plan of Merger by the Board of Directors of Mack Industries, Inc. was March 31, 1998.

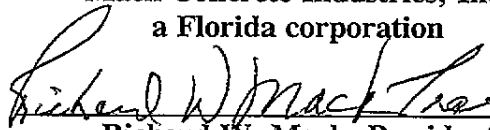
4. Shareholder approval was not required for the merger of Mack Concrete Industries, Inc. and Mack Vault Company of Toledo with and into Mack Industries, Inc. under both the Florida Business Corporation Act and the laws of the jurisdiction of organization of Mack Vault Company of Toledo and Mack Industries, Inc.

5. The effective date of the merger herein provided for in the State of Florida shall be April 1, 1998.

Executed on March 31, 1998.

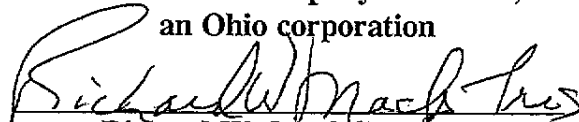
Mack Concrete Industries, Inc.
a Florida corporation

By:


Richard W. Mack, President

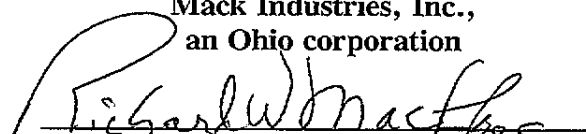
Mack Vault Company of Toledo,
an Ohio corporation

By:


Richard W. Mack, President

Mack Industries, Inc.,
an Ohio corporation

By:


Richard W. Mack, President