

L34977

COX, GINGER & LELAND

ATTORNEYS AT LAW

207 REGENCY RIDGE DR.

P. O. BOX 157

DAYTON, OHIO 45441-4221

RAY A. COX

DAVID S. GINGER

ROBERT G. LELAND

AREA CODE 937

TELEPHONE 434-7114

FACSIMILE 434-7081

FRANK M. ROOT

(RETIRED)

July 3, 1997

Secretary of State
State of Florida
Plz Level, Rm 2
The Capitol
Tallahassee, FL 32399-0254

400002232124--0
-07/07/97--01180--001
*****35.00 *****35.00

RE: UES, INC. - UES FLORIDA, INC. (MERGER)

500002250955--3
-07/29/97--01086--007
*****35.00 *****35.00

Dear Sir:

Enclosed for filing are the following documents:

1. Articles of Merger of UES Florida, Inc.;
2. Certified copy of Minutes of Resolution adopted by the sole shareholder of UES Florida, Inc.; and
3. Certified copy of Resolutions of all the Directors of UES Florida, Inc.

UES Florida, Inc. (a Florida corporation) is the fully owned subsidiary of UES, Inc. (an Ohio corporation).

Also enclosed herewith is our check in the amount of \$35.00 for the filing fee.

Please forward your receipt and certificate of this filing upon completion.

Very truly yours,

COX, GINGER & LELAND

BY:

David S. Ginger
David S. Ginger

Enclosure (Art, Mts, Resolution, chk)
UES-Inc\secy-st.fl\kes

Merger

FILED
JUL 21 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L34977

ARTICLES OF MERGER
Merger Sheet

MERGING:

UES FLORIDA, a Florida corporation, L34977

INTO

UES, INC., an Ohio corporation not qualified in Florida.

File date: July 24, 1997

Corporate Specialist: Velma Shepard

COX, GINGER & LELAND

ATTORNEYS AT LAW

267 REGENCY RIDGE DR.

P. O. BOX 157

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DAVID S. GINGER
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TELEPHONE 434-7114
FACSIMILE 434-7081
FRANK M. ROOT
(RETIRED)

July 21, 1997

Florida Secretary of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

RE: UES, INC. - UES FLORIDA, INC. (MERGER)

Dear Sir:

Enclosed is our check in the amount of \$35 for the additional filing fee pursuant to your telephone call of July 18, 1997. On July 3, 1997, we forwarded the following documents to you for filing:

1. Articles of Merger of UES Florida, Inc.;
2. Certified copy of Minutes of Resolution adopted by
~~the sole shareholder of UES Florida, Inc.;~~ and
3. Certified copy of Resolutions of all the Directors
~~of UES Florida, Inc.~~

Returned

UES Florida, Inc. (a Florida corporation) is the fully owned subsidiary of UES, Inc. (an Ohio corporation).

Please forward your receipt and certificate of this filing upon completion.

Very truly yours,

COX, GINGER & LELAND

BY:

David S. Ginger
David S. Ginger

Enclosure (chk)
UES-Inc\secy-st.fl\kes

ARTICLES OF MERGER
OF
UES FLORIDA, INC.
INTO
UES, INC.

FILED
97 JUL 24 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Ross L. Morgan, President, and John M. Howard, Secretary, respectively, of UES Florida, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby certify that:

1. There is attached hereto a true and correct copy of the plan and "Agreement of Merger" dated June 9, 1997 by and between UES, Inc., an Ohio corporation and UES Florida, Inc., a Florida corporation, UES Florida, Inc. being the wholly owned subsidiary of UES, Inc., the Parent corporation.

2. Said plan and "Agreement of Merger" was duly adopted by the Board of Directors of UES, Inc. and the Board of Directors of UES Florida, Inc. and approved by UES, Inc. as the Sole Shareholder of UES Florida, Inc. on June 9, 1997.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 9th day of June, 1997.

UES, INC.

By: Krishan K. Joshi
Krishan K. Joshi, President
By: Larry E. Clay
Larry E. Clay, Secretary

UES FLORIDA, INC.

By: Ross L. Morgan
Ross L. Morgan, President
By: John M. Howard
John M. Howard, Secretary

AGREEMENT OF MERGER

This Agreement made at Beavercreek, Ohio, this 9th day of JUNE, 1997, by and between UES, Inc., an Ohio corporation (hereinafter called "Parent"), and UES Florida, Inc. (hereinafter called "Subsidiary"), said corporations together hereinafter together sometimes called the "Constituent Corporations".

W I T N E S S E T H:

Whereas, Parent is a closely held Ohio corporation having 400,000 shares of voting common stock, without par value, authorized, of which 50,938 shares are issued and outstanding, and having 40,000 shares of Class A non-voting common stock, without par value, of which 3750 shares are issued and outstanding; and

Whereas, Subsidiary is a Florida corporation wholly owned by Parent having 12,500 shares of voting common stock, one dollar (\$1.00) par value, authorized of which 100 shares are issued and outstanding; and

Whereas, the directors of the Constituent Corporations deem it advisable for the mutual benefit of the Constituent Corporations to merge Subsidiary into Parent; and

Whereas, the sole shareholder of Subsidiary, being the Parent, has and does hereby approve of the merger of Subsidiary into Parent; and

Whereas, the directors of the Constituent Corporations have unanimously approved this Agreement of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, and in accordance with the laws

of the States of Ohio and Florida, Parent and Subsidiary agree that, subject to the terms and conditions hereinafter set forth, Subsidiary shall be merged into Parent (hereinafter sometimes called the "Surviving Corporation"); and that the terms and conditions of the merger, the mode of carrying it into effect, and the manner and basis of converting the shares of Subsidiary into shares of the Surviving Corporation are and shall be as follows:

1. The name of the Surviving Corporation shall be UES, Inc.
2. The present regulations of Parent shall be the regulations of the Surviving Corporation until changed or repealed according to the provisions of those regulations.
3. The Articles of Incorporation of Parent shall be the Articles of Incorporation of the Surviving Corporation.
4. All present shareholders of Parent shall retain the share certificates now held by them, which certificates shall represent a like number of shares (of the same classes respectively) of the Surviving Corporation.
5. The merger shall become effective upon the filing of the Agreement in the offices of the Secretary of State of Ohio and the Secretary of State of Florida.
6. This Agreement may be signed in any number of duplicate copies, and all signed duplicate copies shall be deemed to constitute an original instrument.
7. This Agreement may be terminated at any time prior to the merger's becoming effective:

(a) by mutual agreement of the boards of directors of the constituent corporations; or

(b) by the board of directors of either Subsidiary or Parent if the merger shall not have become effective on or prior to December 31, 1997; or

(c) by the board of directors of either Subsidiary or Parent if any legal or administrative action or proceedings relating to the merger have been instituted or threatened in any court or by or before any governmental agency.

IN WITNESS WHEREOF, the Sole Shareholder of Subsidiary and the Constituent Corporations have caused this Agreement to be signed in their respective corporate names by their respective Presidents and Secretaries, thereunto duly authorized by their respective boards of directors.

SOLE SHAREHOLDER:

UES, INC.

UES, Inc.

By: Krishan K. Joshi
KRISHAN K. JOSHI
President

By: Larry E. Clay
LARRY E. CLAY
Secretary

By: Krishan K. Joshi
KRISHAN K. JOSHI, President

By: Larry E. Clay
LARRY E. CLAY, Secretary

UES FLORIDA, INC.

By: Ross L. Morgan
ROSS L. MORGAN, President

By: John M. Howard
JOHN M. HOWARD, Secretary