

#19547 4-15650 Original
GARY, IN

Use of this form constitutes practice of law and is limited to practicing lawyers.

Form No. 4

CHICAGO TITLE INSURANCE COMPANY
INDIANA DIVISION

14 824972

CORPORATE QUITCLAIM DEED

THIS INDENTURE WITNESSETH That Adience Equities, Inc. (as successor by merger of BMI, Inc. which was the successor by merger of Furnco Construction Corporation pursuant to*, a corporation organized and existing under the laws of the State of Delaware, QUITCLAIMS to Adience Company, L.P., a Delaware limited partnership.

of Allegheny County, in the State of Pennsylvania, for the sum of Ten Dollars (\$ 10.00) and other

valuable consideration, the receipt of which is hereby acknowledged, ~~the following described~~ real estate in the City of Gary, Lake County, in the State of Indiana: as more particularly described in Exhibit B, attached hereto and made a part hereof.

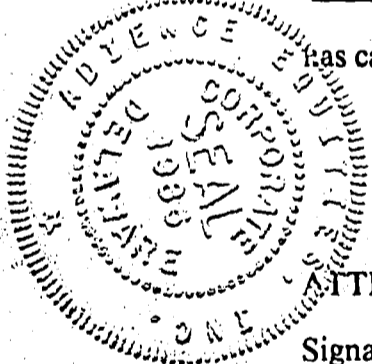
*(Certificates of Merger dated of even date herewith, which are attached hereto and made a part hereof as Exhibit A and Exhibit A-1)

key# 40-174-9

STATE OF INDIANA
FILED WITH
OCT 18 1985
RECORDS
RUDOLPH
RECORDS
CLAY

The undersigned persons executing this deed on behalf of said grantor corporation represent and certify that they are duly elected officers of said corporation and have been fully empowered, by proper resolution of the Board of Directors of said corporation to execute and deliver this deed; that the grantor corporation has full corporate capacity to convey the real estate described herein and that all necessary corporate action for the making of such conveyance has been taken and done.

IN WITNESS WHEREOF, the said Adience Equities, Inc.



has caused this deed to be executed this 17th day of October, 19 85

DULY ENTERED FOR TAXATION

(SEAL)

Adience Equities, Inc.
(Name of Corporation)

OCT 18 1985

WITNESSETH:

Signature [Signature]

Printed Thomas L. Seifert

Office Assistant Secretary

Signature [Signature]

Printed Herbert J. Kerr

Office President

STATE OF ~~INDIANA~~ Pennsylvania
COUNTY OF Allegheny } SS:

Before me, a notary Public in and for said County and State, personally appeared Herbert J. Kerr, President and Thomas L. Seifert,
and Assistant Secretary,

respectively, of Adience Equities, Inc., a

corporation organized and existing under the laws of the State of Delaware, and acknowledged the execution of the foregoing Corporate Quitclaim Deed for and on behalf of said corporation, and who, have been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 17th day of October, 19 85

700 Bingham Street
PA 15203

8788

Indiana Gross Income Tax on
Sale of Real Estate

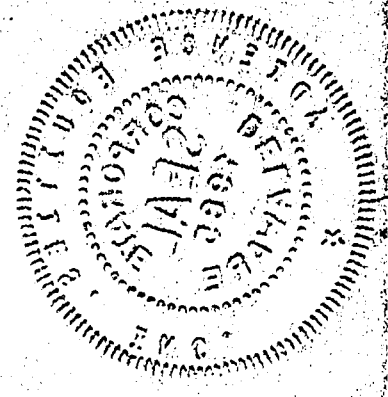
Paid by Adience Equities, Inc
Grantor

Date Paid 10-18-85

Amount Paid \$ 4875.15

Treasurer's Receipt # 416450

Lake County



PLAN OF MERGER
of
ADIENCE EQUITIES, INC.
and
BMI, INC.
into
ADIENCE EQUITIES, INC.

Under Section 902 of the
Pennsylvania Business Corporation Law.

Pursuant to the provisions of Section 902 of the
Pennsylvania Business Corporation Law, the undersigned hereby
agree:

1. Terms and Conditions. The names of the constituent corporations are BMI, Inc. ("BMI"), a Pennsylvania corporation, and Adience Equities, Inc., ("Adience") a Delaware corporation. BMI shall be merged into Adience which shall be the surviving corporation in the merger and its name as the surviving corporation shall be Adience Equities, Inc. Adience was incorporated on April 12, 1985. The officers and directors of the surviving corporation shall be the same as those of Adience in office as of the date hereof.
2. Mode of Execution. The merger shall be authorized by affirmative vote or consent of the sole shareholder of BMI, and by resolution of the Board of Directors of Adience pursuant to Section 253 of the Delaware General Corporation Law. The merger contemplated herein shall become effective upon filing of the required documents by the Department of State.
3. Consideration. The sole shareholder of BMI, Adience, shall receive \$1.00 in exchange for all the of outstanding shares of BMI stock and none of the BMI stock will be converted into shares of stock of Adience Equities, Inc. The Certificates evidencing shares of BMI stock shall be surrendered and cancelled.

4. The certificate of incorporation and by-laws of Adience, the surviving corporation, shall remain unchanged.

5. All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of BMI, shall be transferred to, vest in, and devolve upon Adience, the surviving corporation, without further act or deed and every interest of the surviving corporation, and BMI shall be as effectively the property of the surviving corporation as they were of the surviving corporation and BMI, respectively.

6. The surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations.

IN WITNESS WHEREOF, this Plan has been signed this 5TH day of October, 1985.

ADIENCE EQUITIES, INC.

By: Robert J. Kern
President

BMI, INC.

By: Robert J. Kern
Title: President

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BMI, INC., a
Pennsylvania corporation

By

ADIENCE EQUITIES, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Adience Equities, Inc., a corporation formed under the
laws of the State of Delaware, desiring to merge BMI, Inc.
pursuant to the provisions of Section 253 of the General
Corporation Law of the State of Delaware, DOES HEREBY CERTIFY
as follows:

FIRST: That Adience Equities, Inc. is a corporation
formed under the laws of the State of Delaware, and its
Certificate of Incorporation was filed in the office of the
Secretary of State on the 12th day of April, 1985.

SECOND: That BMI, Inc. is a corporation formed under
the laws of the State of Pennsylvania, and its Certificate of
Incorporation was filed in the office of the Secretary of State
on the 15 day of February, 1967.

THIRD: That the Board of Directors of Adience
Equities, Inc. by resolutions duly adopted on the 5th day
of October, 1985, determined to merge BMI, Inc. and to assume
all of its obligations; said resolutions being as follows:

WHEREAS, this corporation has acquired
and now lawfully owns all of the stock of
BMI, Inc. and desires to merge said
corporation;

NOW THEREFORE, BE IT RESOLVED, that
this corporation merge and it does hereby
merge said BMI, Inc. and does hereby assume
all of its obligations; and

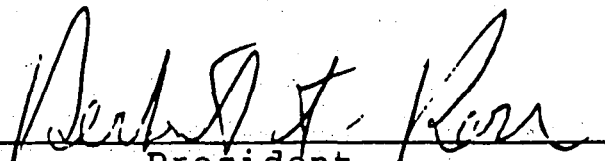
FURTHER RESOLVED, that the proper
officers of this corporation be, and they
hereby are, authorized and directed to make
and execute, in its name and under its
corporate seal, and to file in the proper
public offices, a certificate of such
ownership, setting forth a copy of these

FURTHER RESOLVED, that officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions.

IN WITNESS WHEREOF, said Adience Equities, Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 5TH day of October, 1985.

Such signatures shall constitute the affirmation or acknowledgement of the signatory, under penalties of perjury, that the instrument is his act and deed or the act and deed of the corporation, as the case may be, and that the facts stated therein are true.

Adience Equities, Inc.

By 
President

ATTEST:

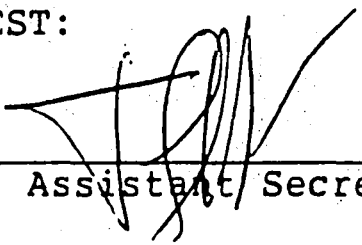

Assistant Secretary

EXHIBIT B.

A tract of land in the Northeast Quarter ($\frac{1}{4}$) of Section Thirty-six (36), Township Thirty-seven (37) North, Range Nine (9) West of the 2nd P.M., in the City of Gary, Lake County, Indiana, being all that part described as beginning at a point in the East line of said Northeast Quarter ($\frac{1}{4}$) that is 812.9 feet South of the Northeast corner of said Section 36; thence South 0 degrees 51 minutes East on the East line of said Northeast Quarter, 385.6 feet; thence South 89 degrees 11 minutes West on a straight line, 441.57 feet; thence North 01 degree 07 minutes West on a straight line, 326.0 feet; thence North 89 degrees 11 minutes East, 150 feet; thence North 01 degree 07 minutes West 59.6 feet; thence North 89 degrees 11 minutes East, 293.42 feet to the point of beginning.

Subject to legal highways.

Exhibit A-1

CERTIFICATE OF CONSOLIDATION

OF

FURNCO CONSTRUCTION CORP.

AND

MIRUF, INC.

INTO

MIRUF, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Leo B. Kelly, and Willard M. Bellows, being respectively the vice president and the assistant secretary of Miruf, Inc., and of Furnco Construction Corp., hereby certify:

1. (a) The name of each constituent corporation is as follows:

Miruf, Inc.

Furnco Construction Corp.

-
- (b) The name of the consolidated corporation is
Miruf, Inc.

-
-
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Shares entitled to vote as a Class or Series</u>
Miruf, Inc.	Class A Common 3,376	Class A Common	3,376
	Class B Common 30,374	Class B	30,374
Furnco Construction Corp.	Class A Common 33,750	Class A Common	33,750

3. The consolidation was adopted by each constituent New York domestic corporation in the following manner:

As to Furnco Construction Corp., by the unanimous written consent of the Board of Directors.

4. The consolidation is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

Miruf, Inc. complied with the applicable provisions of the laws of the Commonwealth of Pennsylvania under which they are incorporated, and this merger is permitted by such laws.

5. The consolidated corporation is to be Miruf, Inc., a corporation of the Commonwealth of Pennsylvania.

6. The date when the certificate of incorporation of Furnco Corporation Corp. was filed by the Department of the State was the 19th day of June, 1962. The date when the articles of incorporation of Miruf, Inc. were filed with the Secretary of State of the Commonwealth of Pennsylvania was the 1st day of January, 1983. Miruf, Inc. will not do business in New York until an application for such authority shall have been filed with the Department of State.

7. Miruf, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of the shareholders of any constituent domestic corporation to receive payment for their shares against the consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 700 Bingham Street, Pittsburgh, Pennsylvania 15203. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. Miruf, Inc. agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

9. The merger shall be effective on the date of filing of this Certificate.

IN WITNESS WHEREOF, we have signed this certificate on the 9th day of October, 1985 and we affirm the statements contained therein as true under penalties of perjury.

MIRUF, INC.

Leo B. Kelly
Leo B. Kelly, Vice President

Willard M. Bellows
Willard M. Bellows, Assistant Secretary

FURNCO CONSTRUCTION CORP.

Leo B. Kelly
Leo B. Kelly, Vice President

Willard M. Bellows
Willard M. Bellows, Assistant Secretary

EXHIBIT A

5

Filed this _____ day of _____, 19__

Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

APPLICANT'S ACC'T NO.

DSCB BCL-903 (Rev. 8-72)

Filing Fee: \$80 plus \$20
for each party corporation
in excess of two
AMB-9

Articles of Merger—
Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

Adience Equities, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(NUMBER) (STREET)

(CITY) (ZIP CODE)
Pennsylvania

The surviving corporation is a foreign corporation incorporated under the laws of Delaware
(NAME OF JURISDICTION)

and the location of its office registered with such domiciliary jurisdiction is:

4305 Lancaster Pike,

(NUMBER) (STREET)
Wilmington, County of New Castle, Delaware
(CITY) (STATE) (ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

BMI, Inc.
700 Bingham Street
Pittsburgh, Pennsylvania 15203-1090

DSCB.BCL-903 (Rev. 8-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of October, 1985.

ADIENCE EQUITIES, INC.

(NAME OF CORPORATION)

By:

Herbert S. Kim

(SIGNATURE)

President

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Signature]

(SIGNATURE)

Asst. Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

BMI, INC.

(NAME OF CORPORATION)

By:

Herbert S. Kim

(SIGNATURE)

President

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Signature]

(SIGNATURE)

Asst. Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- B. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation which is not the holder of a Certificate of Authority under the Business Corporation Law on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation and qualified foreign corporation evidencing payment of all taxes and charges payable to the Commonwealth.
- C. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name.
- D. Any necessary governmental approvals shall accompany this form.
- E. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption:

"Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law."

"Approved by the affirmative vote of the shareholders entitled to vote thereon at a meeting called after at least ten days written notice to all shareholders of record, whether or not entitled to vote thereon, setting forth such purpose."

"Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation" (where action is taken by partial written consent pursuant to the Articles, this paragraph should be modified accordingly).

- F. Where more than two corporations are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified corporation which is not a surviving corporation and which is not otherwise mentioned in the body of the Articles of Merger.