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APPROVED
AND
FILED
IND. SECRETARY OF STATE

FILED

JUL 19 1993

ARTICLES OF MERGER

of

GAINER CORPORATION
an Indiana corporation

Anna N. Anton
AUDITOR LAKE COUNTY

with and into

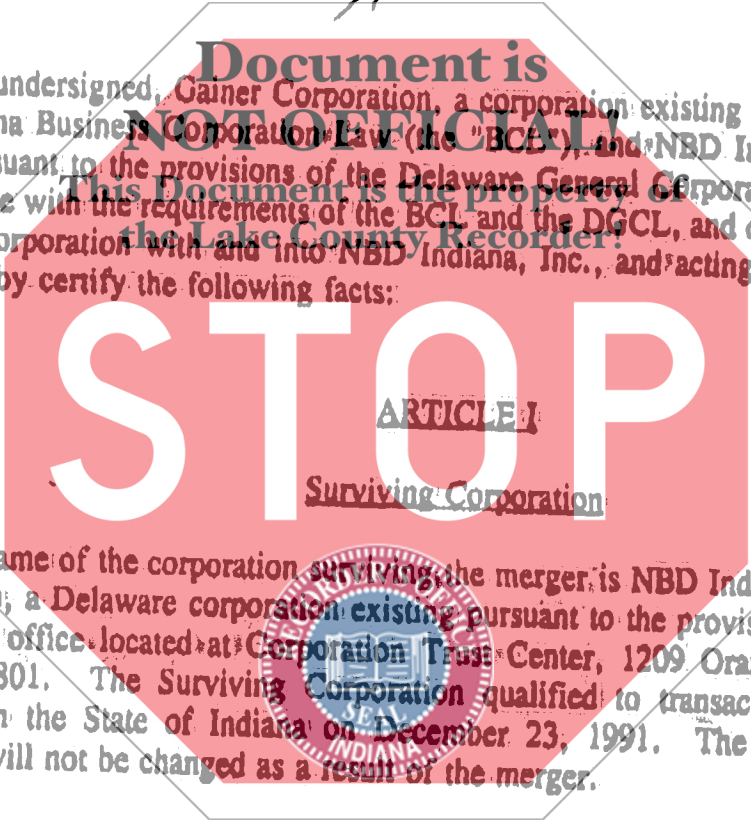
NBD INDIANA, INC.
a Delaware corporation

JOSEPH H. ...
REC.

JAN 23

STATE OF INDIANA
LAKE COUNTY
FILED

The undersigned, Gainer Corporation, a corporation existing pursuant to the provisions of the Indiana Business Corporation Law (the "BCL"), and NBD Indiana, Inc., a corporation existing pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), in compliance with the requirements of the BCL and the DGCL, and desiring to effect a merger of Gainer Corporation with and into NBD Indiana, Inc., and acting by their duly authorized officers hereby certify the following facts:



ARTICLE I

Surviving Corporation

The name of the corporation surviving the merger is NBD Indiana, Inc. (the "Surviving Corporation"); a Delaware corporation existing pursuant to the provisions of the DGCL, with its registered office located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The Surviving Corporation qualified to transact business as a foreign corporation in the State of Indiana on December 23, 1991. The name of the Surviving Corporation will not be changed as a result of the merger.

ARTICLE II

Merging Corporation

The name of the corporation which shall be merged with and into the Surviving Corporation is Gainer Corporation (the "Merging Corporation"), a corporation existing pursuant to the provisions of the BCL, with its registered office located at 8585 Broadway, Merrillville, Indiana 46410. The date of incorporation of the Merging Corporation is March 19, 1982.

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ARTICLE III

Plan of Merger

The Agreement and Plan of Merger merging the Merging Corporation with and into the Surviving Corporation (the "Plan of Merger") containing such information as is required by Indiana Code 23-1-40-1 and Section 252 of the DGCL is attached hereto as "Exhibit A," and made a part hereof.

ARTICLE IV

Effective Time

The Merger shall be effective at 5:00 p.m. eastern standard time on January 23, 1992.

Document is NOT OFFICIAL!

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Manner of Adoption

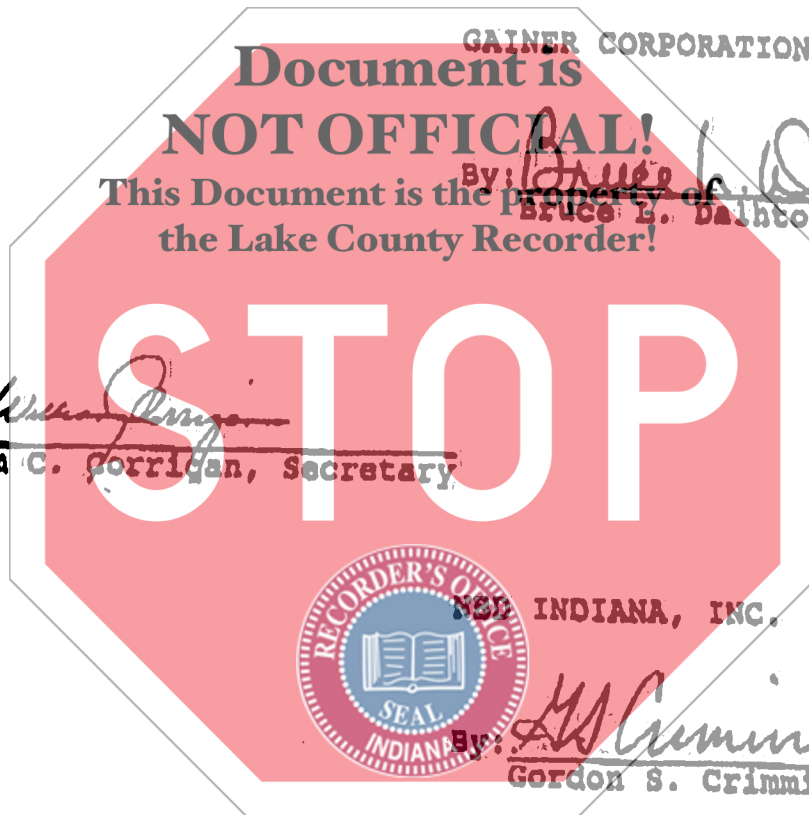
1. The Plan of Merger was authorized by unanimous written consent dated as of July 15, 1991, of the Board of Directors of the Surviving Corporation and by unanimous written consent dated as of December 17, 1991, of the sole shareholder of the Surviving Corporation.
2. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation at a meeting held on July 25, 1991 and by the shareholders of the Merging Corporation at a meeting held on December 17, 1991. The designation and number of shares entitled to vote on the Plan of Merger, the number of shares represented at the shareholders meeting, the number of shares voted in favor of and the number of shares voted against the Plan of Merger are as follows:

Common Shares entitled to vote:	570,557
Common Shares represented at the meeting:	476,856
Common Shares voted in favor:	472,568
Common Shares voted against:	4,288

3. The manner of the adoption of the Plan of Merger constitutes full legal compliance with the provisions of the BCL, the DGCL, the Certificate of Incorporation and Bylaws of the Surviving Corporation and the Articles of Incorporation and Bylaws of the Merging Corporation.

IN WITNESS WHEREOF, the undersigned Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed by a duly authorized current officer, duly attested by another such officer, acting for and on behalf of such corporations; and each such officer verifies and affirms subject to penalties for perjury that the facts contained herein are true.

Dated as of the 22nd day of January, 1992.



By: Bruce E. Dahlborg
Bruce E. Dahlborg, President
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the Lake County Recorder!

ATTEST:

By: William C. Gorrigan
William C. Gorrigan, Secretary

By: Gordon S. Crimmins
Gordon S. Crimmins, President

ATTEST:

By: Daniel T. Lis
Daniel T. Lis, Secretary

This instrument was prepared by Alysa C. Rellock, Attorney at Law, ICE MILLER DONADIO & RYAN, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.