

RESOLUTION OF BOARD OF DIRECTORS TO MERGE
MIDDLETOWN DEVELOPMENT & SUPPLY CO., INC.
INTO MCGRAW CONSTRUCTION COMPANY, INC.

PLAINTIFF'S EXHIBIT

MGC-91

A special meeting of the directors of McGraw Construction Company, Inc. was held on July 30, 1984, at the corporation's office, Middletown, Ohio.

All directors were present.

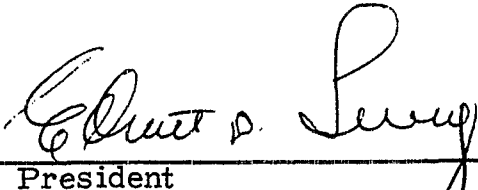
Elliott D. Levey, president of the corporation, presided.

The chairman presented a proposal to merge Middletown Development & Supply Co., Inc., the corporation's wholly owned subsidiary, into the corporation. After discussion, the following resolution was unanimously adopted:

RESOLVED, that Middletown Development & Supply Co., Inc. an Ohio corporation, be merged into McGraw Construction Company, Inc., an Ohio corporation, in accordance with the following Plan of Merger.

1. Surviving Corporation. Middletown Development & Supply Co., Inc. shall be merged into McGraw Construction Company, Inc., which shall be the surviving corporation.
2. Ownership of Stock. The outstanding shares of stock of Middletown Development & Supply Co., Inc. consist of 500 shares of common stock, all of which are owned by McGraw Construction Company, Inc.
3. Terms and Conditions of Merger. On the effective date of the merger of Middletown Development & Supply Co., Inc. into McGraw Construction Company, Inc., the separate existence of Products shall cease, the stock of Middletown Development & Supply Co., Inc. shall be canceled, and McGraw shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of Middletown Development & Supply Co., Inc. without further action by either corporation.
4. Further Assurances. If at any time McGraw Construction Company, Inc. shall determine that additional conveyances, documents or other action are necessary to carry out the provisions of this Plan of Merger, the officers and directors of Middletown Development & Supply Co., Inc. as of the effective date of this merger shall execute such conveyances or documents or take such action.
5. Effective Date. The effective date of this merger shall be July 31, 1984.

The meeting was then adjourned.


President

ATTEST:



McGCON 4838

McGRAW CONSTRUCTION COMPANY, INC.

CONSENT OF SOLE SHAREHOLDER

The undersigned, being the holder of the issued and outstanding capital shares of McGraw Construction Company, Inc., an Ohio corporation (the "Corporation"), hereby gives its written consent and direct that the following shall be the action of the sole shareholder as fully as if a formal meeting had been held:

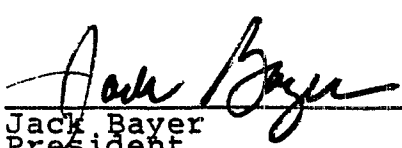
RESOLVED, that the Agreement and Plan of Merger attached hereto ("Agreement") providing for the merger of Middletown Development & Supply Co. Inc., an Ohio corporation, with and into the Corporation, which shall be the surviving corporation under the name McGraw Construction Company, Inc., and the terms and conditions set forth in said Agreement, including the amendment of Paragraph THIRD of the Corporation's Articles of Incorporation, are hereby approved; and further

RESOLVED, that the proper officers of this Corporation are, and each of them is, hereby authorized and directed to execute, deliver and file the Agreement and Plan of Merger and any and all other documents, certificates, applications or other instruments with the Secretary of State of the State of Ohio and to take any and all further action which they may deem necessary or advisable to effectuate the merger; and further

RESOLVED, that the Code of Regulations attached hereto is hereby approved and adopted as the Code of Regulations of the Corporation.

IN WITNESS WHEREOF, each of the undersigned has executed this Consent of Sole Shareholder as of the 10th day of December, 1984.

INTERNATIONAL MILL SERVICE, INC.

By: 

Jack Bayer
President

McGRAW CONSTRUCTION COMPANY, INC.

CONSENT OF DIRECTORS

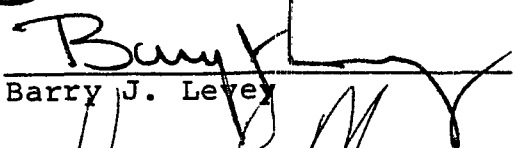
The undersigned, being all the Directors of McGraw Construction Company, Inc., an Ohio corporation (the "Corporation"), hereby give their written consent and direct that the following shall be the action of the Directors as fully as if a formal meeting had been held:

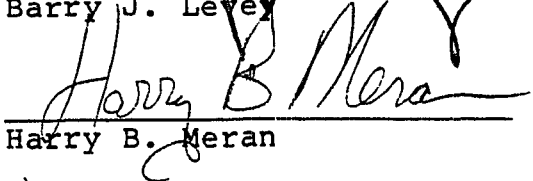
RESOLVED, that the Agreement and Plan of Merger attached hereto ("Agreement") providing for the merger of Middletown Development & Supply Co. Inc., an Ohio corporation, with and into this Corporation, which shall be the surviving corporation under the name McGraw Construction Company, Inc., and the terms and conditions set forth in said Agreement, including the amendment of Paragraph THIRD of the Corporation's Articles of Incorporation, are hereby approved; and further

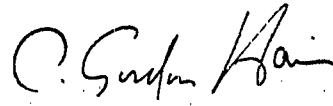
RESOLVED, that the proper officers of this Corporation are, and each of them is, hereby authorized and directed to execute, deliver and file the Agreement and Plan of Merger and any and all other documents, certificates, applications or other instruments with the Secretary of State of the State of Ohio and to take any and all further action which they may deem necessary or advisable to effectuate the merger.

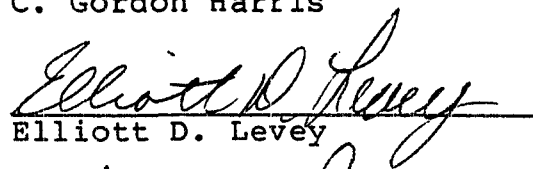
IN WITNESS WHEREOF, each of the undersigned has executed this Consent of Directors as of the 10th day of December, 1984.


Jack Bayer


Barry J. Levey


Harry B. Meran


C. Gordon Harris


Elliott D. Levey


David C. Rogers

JB	
BWH	
CGH	
NER	
DCR	
HBM	
REB	
#40	

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, made this 10th day of December, 1984, by and between McGRAW CONSTRUCTION COMPANY, INC., an Ohio corporation (herein called "McGraw"), and MIDDLETOWN DEVELOPMENT & SUPPLY CO. INC., an Ohio corporation (herein called "Middletown"). McGraw and Middletown are sometimes collectively called the "Constituent Corporations".

BACKGROUND OF AGREEMENT

McGraw is a corporation organized under the laws of the State of Ohio by its Articles of Incorporation, which were filed on August 18, 1941. McGraw has an authorized capital of 1,000 shares of Common Stock, no par value per share ("McGraw Common"), of which 612 shares are now issued and 302 shares are outstanding and owned by International Mill Service, Inc., a Pennsylvania corporation.

Middletown is a corporation organized under the laws of the State of Ohio by its Articles of Incorporation, which were filed on April 12, 1946. It has an authorized capital of 2,000 shares of Common Stock, no par value per share ("Middletown Common"), of which 500 shares are now issued, outstanding and owned by McGraw.

The Board of Directors of each of the Constituent Corporations has determined that a merger of Middletown into McGraw

is in the best interests of each of the parties hereto, and such parties desire to set forth herein their entire agreement respecting such merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, and in consideration of the mutual covenants herein contained agree as follows:

1. MERGER

The Constituent Corporations shall be and hereby are merged into a single corporation in accordance with the applicable provisions of the General Corporation Law of the State of Ohio. Upon the Effective Date of the merger (as hereinafter defined in Section 5 hereof), the separate existence of Middletown will cease, and McGraw shall survive the merger (and in its capacity as such is referred to herein as the "Surviving Corporation"). Thereafter, McGraw shall possess all rights, privileges, immunities, powers, franchises and purposes of Middletown, both of a public and private nature, and all of its property, real and personal, tangible and intangible, wherever located, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the merger shall be vested, or continued to be vested, in McGraw without further act or deed. All debts, liabilities, restrictions, and duties of Middletown shall attach to McGraw and be enforced against it to the same extent as if they had been incurred by it.

2. ARTICLES, REGULATIONS, DIRECTORS AND OFFICERS

2.1 The Articles of Incorporation of McGraw shall be amended by changing Article THIRD thereof, so that as amended said Article shall be and read as follows:

"THIRD. The purposes for which said corporation is formed are:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio."

The purposes of the Surviving Corporation shall be the purposes set forth hereinabove.

2.2 The regulations of McGraw as in effect on the Effective Date of the merger shall continue in full force and effect, unless and until subsequently amended, as the regulations of the Surviving Corporation.

2.3 The directors and officers of McGraw in office on the Effective Date of the merger shall be the directors and officers of the Surviving Corporation, and they shall continue in office until their successors have been duly elected and qualified.

3. STATUS OF CAPITAL STOCK

3.1 The number of shares which said Surviving Corporation shall be authorized to have outstanding is one thousand (1,000), all of which shall be common shares without par value.

3.2 There shall be no conversion of the outstanding shares of capital stock of either of the Constituent Corporations into shares or other securities or obligations of McGraw, and with respect to the outstanding shares of the Corporations the effect of the merger shall be as follows:

(a) Each share of McGraw Common which shall be issued and outstanding on the effective date of this merger shall continue to be one share of the common stock of the Surviving Corporation.

(b) Each share of Middletown Common which shall be issued and outstanding on the Effective Date of this merger, and all rights in respect thereof, shall be cancelled.

(c) After the Effective Date of this merger, each holder of an outstanding certificate representing shares of Middletown Common shall surrender the same for cancellation and no shares or other securities or obligations or cash of McGraw shall be issued in exchange therefor.

4. STATUTORY AGENT. The place in Ohio where the principal office of the Surviving Corporation is to be located is Middletown, Butler County. The statutory agent upon whom any process, notice, or demand required or permitted by statute to be served upon the Surviving Corporation may be served is: CT Corporation System, 813 Carew Tower, Cincinnati, Ohio 45202.

5. STATUTORY COMPLIANCE

This Agreement and the merger provided for herein will be adopted and effected pursuant to Title 17, Section 1701 of the Revised Code of Ohio.

6. EFFECTIVE DATE

The effective date of the merger shall be upon the filing of the Certificate of Merger with the Secretary of State of the State of Ohio.

7. ADDITIONAL DOCUMENTS

Middletown hereby agrees, from time to time and at any time, before or after the Effective Date of the merger, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken all such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and to confirm to the Surviving Corporation title to and possession of any property of Middletown acquired or to be acquired by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

8. TERMINATION

Notwithstanding anything contained herein to the contrary, this Agreement and the merger provided for herein may be terminated and abandoned at any time prior to the Effective

Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed by each of the Constituent Corporations pursuant to the authority duly given by their respective Boards of Directors, and each Constituent Corporation has caused its corporate seal to be affixed hereto, all as of the day and year first above written.

McGRAW CONSTRUCTION COMPANY, INC.

ATTEST: _____
Harry B. Meran
Secretary

(Corporate Seal)

By: _____
Jack Bayer
President

MIDDLETOWN DEVELOPMENT & SUPPLY
CO. INC.

ATTEST: _____
Harry B. Meran
Secretary

(Corporate Seal)

By: _____
Jack Bayer
President



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 1/15/85

Number 182520

Receipt No. 46749

F592-1022 0213

Received of IU INTERNATIONAL CORPORATION
or filed by

The sum of \$ 50.00 for filing MER CHP AGS of

MC GRAW CONSTRUCTION COMPANY, INC.

Returned to:

46749

C T CORPORATION SYSTEM
ATT: G. LEWIS
123 S. BROAD ST.
PHILADELPHIA, PA 19109

RECEIPT

MER \$ 50.00
CHP _____
AGS _____

Name:

MC GRAW CONSTRUCTION COMPANY, INC.

Total Fee: \$ 50.00



Department of State

The State of Ohio

F0592-1023

Sherrod Brown

Secretary of State

182520

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER CHP AGS

of:

MC GRAW CONSTRUCTION COMPANY, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F592 at Frame 1024 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 7TH day of JAN,
A.D. 1985.



Sherrod Brown
Sherrod Brown
Secretary of State

McGCON 4848

F0592-1024

CERTIFICATE OF MERGER

OF

MIDDLETOWN DEVELOPMENT & SUPPLY CO. INC.

INTO

McGRAW CONSTRUCTION COMPANY, INC.

182520
APPROVED
By... SM
Date... 1-7-85
Amount... 50.00

The Agreement and Plan of Merger to which this Certificate is attached having been duly adopted in accordance with the laws of the State of Ohio as set forth in the attached Certificates of the President and Secretary of each of the corporations, parties to the said Agreement of Merger, the officers do therefore sign this Certificate of Merger, pursuant to Section 1701.81 of the Revised Code of Ohio.

MIDDLETOWN DEVELOPMENT & SUPPLY
CO. INC.

Jack Bayer
Jack Bayer
President

Harry B. Meran
Harry B. Meran
Secretary

Date: December 10, 1984

McGRAW CONSTRUCTION COMPANY, INC.

Jack Bayer
Jack Bayer
President

Harry B. Meran
Harry B. Meran
Secretary

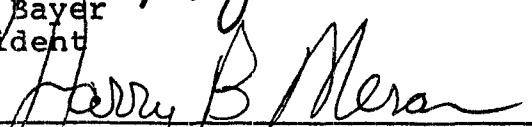
CERTIFICATE OF PRESIDENT AND SECRETARY
OF
MCGRAW CONSTRUCTION COMPANY, INC.
(an Ohio corporation)
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT AND PLAN OF MERGER

Jack Bayer, President, and Harry B. Meran, Secretary, of McGraw Construction Company, Inc., a corporation organized and existing under the laws of the State of Ohio (the "Corporation"), do hereby certify as such officers of the Corporation that the Agreement and Plan of Merger (the "Agreement") to which this certificate is attached, having first been duly approved by resolution of the Board of Directors by unanimous written consent, was duly approved by the sole shareholder of the Corporation, by written consent on the day of December, 1984, whereupon the said Agreement was duly adopted as the act of the Corporation.

IN WITNESS WHEREOF, Jack Bayer, President, and Harry B. Meran, Secretary, have hereunto subscribed their names as of this 10th day of December, 1984.



Jack Bayer
President

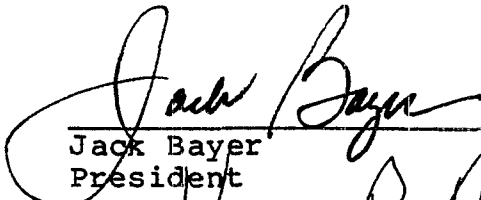


Harry B. Meran
Secretary

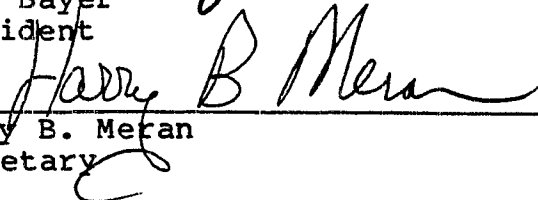
CERTIFICATE OF PRESIDENT AND SECRETARY
OF
MIDDLETOWN DEVELOPMENT & SUPPLY CO. INC.
(an Ohio corporation)
- SHOWING APPROVAL AND ADOPTION OF
AGREEMENT AND PLAN OF MERGER

Jack Bayer, President, and Harry B. Meran, Secretary, of Middletown Development & Supply Co., Inc., a corporation organized and existing under the laws of the State of Ohio (the "Corporation"), do hereby certify as such officers of the Corporation that the Agreement and Plan of Merger to which this certificate is attached, having first been duly approved by resolution of the Board of Directors by unanimous written consent, was duly approved by the sole shareholder by unanimous written consent on the 10th day of December, 1984, whereupon the said Agreement was duly adopted as the act of the Corporation.

IN WITNESS WHEREOF, Jack Bayer, President, and Harry B. Meran, Secretary, have hereunto subscribed their names as of this 10th day of December, 1984.



Jack Bayer
President



Harry B. Meran
Secretary

AGREEMENT AND PLAN OF MERGER

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Middletown is a corporation organized under the laws of the State of Ohio by its Articles of Incorporation, which were filed on April 12, 1946. It has an authorized capital of 2,000 shares of Common Stock, no par value per share ("Middletown Common"), of which 500 shares are now issued, outstanding and owned by McGraw.

The Board of Directors of each of the Constituent Corporations has determined that a merger of Middletown into McGraw

is in the best interests of each of the parties hereto, and such parties desire to set forth herein their entire agreement respecting such merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, and in consideration of the mutual covenants herein contained agree as follows:

1. MERGER

The Constituent Corporations shall be and hereby are merged into a single corporation in accordance with the applicable provisions of the General Corporation Law of the State of Ohio. Upon the Effective Date of the merger (as hereinafter defined in Section 5 hereof), the separate existence of Middletown will cease, and McGraw shall survive the merger (and in its capacity as such is referred to herein as the "Surviving Corporation"). Thereafter, McGraw shall possess all rights, privileges, immunities, powers, franchises and purposes of Middletown, both of a public and private nature, and all of its property, real and personal, tangible and intangible, wherever located, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the merger shall be vested, or continued to be vested, in McGraw without further act or deed. All debts, liabilities, restrictions, and duties of Middletown shall attach to McGraw and be enforced against it to the same extent as if they had been incurred by it.

2. ARTICLES, REGULATIONS, DIRECTORS AND OFFICERS

2.1 The Articles of Incorporation of McGraw shall be amended by changing Article THIRD thereof, so that as amended said Article shall be and read as follows:

"THIRD. The purposes for which said corporation is formed are:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio."

The purposes of the Surviving Corporation shall be the purposes set forth hereinabove.

2.2 The regulations of McGraw as in effect on the Effective Date of the merger shall continue in full force and effect, unless and until subsequently amended, as the regulations of the Surviving Corporation.

2.3 The directors and officers of McGraw in office on the Effective Date of the merger shall be the directors and officers of the Surviving Corporation, and they shall continue in office until their successors have been duly elected and qualified.

3. STATUS OF CAPITAL STOCK

3.1 The number of shares which said Surviving Corporation shall be authorized to have outstanding is one thousand (1,000), all of which shall be common shares without par value.

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(b) Each share of Middletown Common which shall be issued and outstanding on the Effective Date of this merger, and all rights in respect thereof, shall be cancelled.

(c) After the Effective Date of this merger, each holder of an outstanding certificate representing shares of Middletown Common shall surrender the same for cancellation and no shares or other securities or obligations or cash of McGraw shall be issued in exchange therefor.

4. STATUTORY AGENT. The place in Ohio where the principal office of the Surviving Corporation is to be located is Middletown, Butler County. The statutory agent upon whom any process, notice, or demand required or permitted by statute to be served upon the Surviving Corporation may be served is: CT Corporation System, 813 Carew Tower, Cincinnati, Ohio 45202.

5. STATUTORY COMPLIANCE

This Agreement and the merger provided for herein will be adopted and effected pursuant to Title 17, Section 1701 of the Revised Code of Ohio.

6. EFFECTIVE DATE

The effective date of the merger shall be upon the filing of the Certificate of Merger with the Secretary of State of the State of Ohio.

7. ADDITIONAL DOCUMENTS

Middletown hereby agrees, from time to time and at any time, before or after the Effective Date of the merger, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken all such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and to confirm to the Surviving Corporation title to and possession of any property of Middletown acquired or to be acquired by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

8. TERMINATION

Notwithstanding anything contained herein to the contrary, this Agreement and the merger provided for herein may be terminated and abandoned at any time prior to the Eff

Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed by each of the Constituent Corporations pursuant to the authority duly given by their respective Boards of Directors, and each Constituent Corporation has caused its corporate seal to be affixed hereto, all as of the day and year first above written.

McGRAW CONSTRUCTION COMPANY, INC.

ATTEST:

Harry B. Meran
Harry B. Meran
Secretary

By:

Jack Bayer
Jack Bayer
President

(Corporate Seal)

MIDDLETOWN DEVELOPMENT & SUPPLY
CO. INC.

ATTEST:

Harry B. Meran
Harry B. Meran
Secretary

By:

Jack Bayer
Jack Bayer
President

(Corporate Seal)