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F50264

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National Board of Trial Advocacy

Of Counsel:
Thomas S. Baker, Jr.

December 21, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/27/99--01124--012
*****70.00 *****70.00

Re: Salo, Inc./TSO Management, Inc.

Dear Sir or Madam:

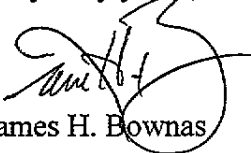
Enclosed for filing are the following items:

1. Certificate of Merger,
2. Agreement of Merger, and
3. Check in the amount of \$70.00 for the filing fee.

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-02/01/00--01005--009
*****35.00 *****35.00

If you have any questions, please contact the undersigned.

Very truly yours,


James H. Bownas

JHB/dlp
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Merger
LJS
2-1-2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

SALO INCORPORATED, a Florida corporation (Document #F50264)
TSO MANAGEMENT, INC., a Pennsylvania corporation (not qualified in Florida)

INTO

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

File date: December 27, 1999

Corporate Specialist: Louise Flemming-Jackson

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Of Counsel:
Thomas S. Baker, Jr.

Writer's Direct Dial Number: (614) 221-1651
Writer's E-mail Address: bownas@ghjlaw.com

January 26, 2000

Florida Department of State
Division of Corporations
Personal Attention: Ms. Louise Jackson
P. O. Box 6327
Tallahassee, FL 32314

Re: Salo, Inc./TSO Management, Inc.

Dear Ms. Jackson:

Enclosed for filing are the following items:

1. Articles of Merger, and
2. Check in the amount of \$35.00 for additional filing fees.

If you have any questions, please contact the undersigned.

Very truly yours,


James H. Bownas

JHB/dlp
Enclosures

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ARTICLES OF MERGER

The undersigned, the President of Salo, ^{Incorporated} Inc., a Florida corporation ("Salo Florida"), also the President of Salo, Inc., an Ohio corporation ("Salo Ohio"), and also the President of TSO Management, Inc., a Pennsylvania corporation ("TSO"), hereby certifies as follows.

For purposes of Section 1701.78 of the Ohio Revised Code:

(1) the Agreement of Merger attached hereto and incorporated herein by this reference was:

(A) Approved unanimously by the directors of Salo Florida, by the directors of Salo Ohio and by the directors of TSO, by actions taken unanimously in writing in lieu of meetings of the directors effective November 15, 1999; and

(B) Approved unanimously by the holders of shares of each corporation, by actions taken unanimously in writing in lieu of meetings of the shareholders, effective November 15, 1999.

(2) Under the attached Agreement of Merger, the Articles of Incorporation of Salo Ohio are to be and remain the articles of incorporation of the surviving corporation.

(3) The merger shall be effective in Ohio upon acceptance of this instrument for filing by the Secretary of State of Ohio.

For purposes of Section 607.1101 of the Official Florida Statutes:

(a) A true and accurate copy of the plan of merger is attached hereto and captioned Agreement of Merger.

(b) The plan of merger was approved by Salo Florida in accordance with the applicable provisions of Chapter 607, OFS.

(c) The plan of merger was approved by each other business entity in accordance with the laws of the jurisdiction of its formation.

(d) The merger shall be effective in Florida upon acceptance of this instrument for filing by the Secretary of State of Florida.

(e) The surviving entity is a corporation formed under the laws of the State of Ohio.

- (1) Its principal office in the State of Ohio is:
Attention Michael W. Hartshorn
960 Checkrein Avenue
Columbus, Ohio 43229

- (2) It shall be deemed to have appointed, and does hereby appoint, the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to this merger.
- (3) The surviving entity has agreed to pay promptly to the dissenting shareholders of each Florida corporation a party to this merger the amount, if any, to which they are entitled under Section 607.1302, OFS.

For purposes of 15 Pennsylvania Consolidated Statutes section 1926:

- (1) The name of the surviving corporation is Salo, Inc., an Ohio corporation. The surviving corporation's principal office under the laws of the State of Ohio is:

Attention Michael W. Hartshorn
960 Checkrein Avenue
Columbus, Ohio 43229

- (2) The name and address of the registered office of each Pennsylvania corporation a party to this merger are:

TSO Management, Inc.
113 North Olive Street
Media, Pennsylvania 19063

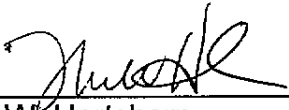
- (3) This merger shall be effective in Pennsylvania upon the acceptance of this instrument for filing by the Secretary of State of Pennsylvania.

- (4) The plan of merger was adopted by unanimous written consent of all the shareholders and all the directors of each of the constituent corporations, in accordance with the laws of the Commonwealth of Pennsylvania and in accordance with the laws of the jurisdictions in which each constituent corporation is formed.

- (5) A true and accurate copy of the plan of merger is attached hereto, incorporated herein by this reference, and labeled Agreement of Merger.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

INCORPORATED
SALO ~~INC~~ a Florida
corporation

By: 
Michael W. Hartshorn,
President


November 30, 1999

SALO, INC., an Ohio corporation

By: 
Michael W. Hartshorn,
President

November 30, 1999

TSO MANAGEMENT, INC., a
Pennsylvania corporation

By: 
Michael W. Hartshorn,
President

November 30, 1999

AGREEMENT OF MERGER

This Agreement is made and entered into at Columbus, Ohio this 15th day of November, 1999, by and among SALO ^{Incorporated} ~~INC.~~, a Florida corporation (hereinafter referred to as "Salo Florida"), SALO, INC., an Ohio corporation (hereinafter referred to as "Salo Ohio") and TSO MANAGEMENT, INC., a Pennsylvania corporation (hereinafter referred to as "TSO").

Pursuant to Ohio Revised Code Section 1701.78, the parties agree as follows:

1. Salo Florida and TSO are hereby merged with and into Salo Ohio. Salo Florida and TSO, as they existed prior to the effective date of this document, hereby cease to exist and all assets, tangible and intangible, and liabilities of either of them are now assets and liabilities of Salo Ohio.

2. Each of the constituent corporations is either (a) a wholly owned subsidiary of the surviving corporation or (b) owned by the same shareholders in the same proportions. Accordingly, no rights, authority, powers or obligations of any shareholder would be affected by the exchange of shares of the constituent corporations for stock of the surviving corporation. In the interest of simplicity, therefore, the merger shall be effected by causing all of the shares of TSO and of Salo Florida which were issued and outstanding prior to the execution of this Agreement to be canceled on the stock records of the respective corporations, irrespective of whether certificates representing the ownership of such shares are submitted for cancellation. All of the issued and outstanding stock of Salo Ohio which were issued and outstanding prior to the execution of this Agreement shall be and remain the issued and outstanding stock of Salo Ohio following the merger, irrespective of whether any certificate representing the ownership of such shares is submitted for cancellation.

3. The name of the surviving corporation will remain Salo, Inc.

4. The surviving corporation shall operate under the same Articles of Incorporation and Code of Regulations as were previously in effect for Salo Ohio and the officers and directors of Salo Ohio shall continue to be the officers and directors of the surviving corporation.

5. This Agreement shall be effective upon its acceptance for filing by the Secretary of State of Ohio.

IN WITNESS WHEREOF, this Agreement has been entered into on the date first set forth above.

SALO, INC., an Ohio corporation

By 
Michael W. Hartshorn, President

Incorporated
SALO ~~INC.~~, a Florida corporation

By 
Michael W. Hartshorn, President

TSO MANAGEMENT, INC., a Pennsylvania Corporation

By 
Michael W. Hartshorn, President