DOC ID ----> 199812700202

ARTICLES OF INCORPORATION

of

INTEGRATED PRECISION SYSTEMS, INC.

* * * * *

THE UNDERSIGNED, desiring to form a corporation for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

1. NAME. The name of said corporation shall be: INTEGRATED PRECISION SYSTEMS, INC.

2. PLACE OF OFFICE. The place in the State of Ohio where its principal office is to be located is the City of Twinshurg, Summit County, Ohio.

3. PURPOSE. The purposes for which it is formed are: To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio.

4. AUTHORIZED SHARES. The authorized number of shares of the Corporation is Seven Hundred Fifty (750) common shares; all of which shall be without par value.

5. STATED CAPITAL. The amount of stated capital with which the Corporation will begin business is Five Hundred Dollars ($500.00).

6. AUTHORITY TO REPURCHASE CAPITAL STOCK. The Corporation by its Directors is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time, shares of any class of capital stock issued by it.

7. AMENDMENT. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in the manner now or hereafter prescribed by Sections 1701.01 et seq. of the Revised Code of Ohio, and all rights conferred upon shareholders herein are granted subject to this reservation.

8. OTHER PROVISIONS. The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the Corporation, or of the Directors, or of all of the shareholders:

The Board of Directors is expressly authorized to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase on behalf of the Corporation any shares issued by it to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities plus stated capital.

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The Corporation may in its regulations confer powers upon its Board of Directors in addition to the powers and authorities conferred upon it expressly by Sections 1701.01 et seq. of the Revised Code of Ohio.

No person shall be disqualified from being a Director of the Corporation because he or she is or may be a party to, and no Director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party. No contract or other transaction to which the Corporation is or may be a party shall be void or voidable for reason that any Director or Officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested Director or Officer or other agent of the Corporation authorizes or participates in authorization of such contract or transaction (a) if the material facts as to such interest are disclosed or are otherwise known to the Board of Directors or applicable committee of Directors at the time the contract or transaction is authorized, and at least a majority of the disinterested Directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested Directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the Corporation than an arm's length contract or transaction in which no Director or Officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized. Any interested Director may be counted in determining the presence of a quorum at any meeting of the Board of Directors or any committee thereof which authorizes the contract or transaction.

Any meeting of the shareholders or the Board of Directors may be held at any place within or without the State of Ohio in the manner provided for in the regulations of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this document this 23RD day of MARCH, 1998.

JAMES BUTKOVIC
Incorporator

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ORIGINAL APPOINTMENT OF STATUTORY AGENT

THE UNDERSIGNED, being at least a majority of the Incorporators of INTEGRATED PRECISION SYSTEMS, INC., hereby appoint JAMES BUTKOVIC to be statutory agent upon whom any process notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 9263 Ravenna Road, Suite A-9, Twinsburg, Ohio 44087.

JAMES BUTKOVIC
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, JAMES BUTKOVIC, named herein as the statutory agent for Integrated Precision Systems, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

JAMES BUTKOVIC
Statutory Agent

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	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	5/28/1998	199812700202	ARF DOMESTIC ARTICLES/FOR PROFIT		85.00	10.00	0.00	0.00	0.00
				TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
REX W. POST
113 ST CLAIR AVE STE 375
CLEVELAND, OH 44114-0000

----------cut along the dotted line----------

The State of Ohio
Certificate

Secretary of State - Bob Taft

1005089

It is hereby certified that the Secretary of State of Ohio has custody of the business records for INTEGRATED PRECISION SYSTEMS, INC. and that said business records show the filing and recording of:

Document(s)	*Document No(s):*
DOMESTIC ARTICLES/FOR PROFIT	*199812700202*

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

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, This 23rd day of April, A.D. 1998

Bob Taft
Secretary of State