DOC ID ----> 199814701475

ARTICLES OF INCORPORATION

OF

ELCE ANGELS, INCORPORATED

The undersigned, desiring to form a corporation for profit under the provisions of Chapter 1701 of the Ohio Revised Code, does hereby certify as follows:

FIRST: The name of the Corporation shall be ELCE Angels, Incorporated.

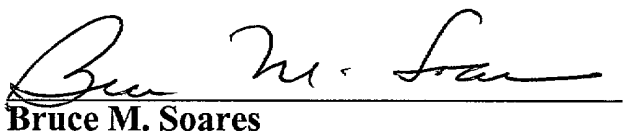
SECOND: The principal office of the Corporation shall be located in Canton Township, Stark County, Ohio.

THIRD: The Corporation is formed for the purpose of engaging the retail sale of goods and to perform any other lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code as now in effect or hereafter amended.

FOURTH: The number of shares which the Corporation is authorized to have outstanding is 850, all of which shall be common shares without par value.

FIFTH: The Corporation, by action of its directors, shall have the right and power to purchase any of the outstanding shares at such price and upon such terms as the directors may determine.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name, this 21 day of May, 1998.



Bruce M. Soares

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ORIGINAL APPOINTMENT OF AGENT

Canton, Ohio
May 21, 1998

The undersigned incorporator of, **ELCE ANGELS, INCORPORATED** does hereby appoint Kent A. Thompson, a natural person residing in the State of Ohio, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 4017 Cleveland Avenue S.W., Canton, Ohio 44707.

BRUCE M. SOARES

I hereby accept the appointment of Statutory Agent for **ELCE ANGELS, INCORPORATED**

KENT A. THOMPSON

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DOC ID ----> 199814701475

BLACK, MCCUSKEY, SOUERS & ARBAUGH
A LEGAL PROFESSIONAL ASSOCIATION
1000 UNITED BANK PLAZA
220 MARKET AVENUE SOUTH
CANTON, OHIO 44702-2116
PHONE (330) 456-8341
FAX (330) 456-5756
www.bmsa.com
info@bmsa.com

GENE BARNHART
RONALD K. BENNINGTON
CHARLES J. TYBURSKI
ANTHONY E. EFREMOFF
ROBERT I. FRIEDMAN
ARNOLD R. SHIFMAN
VICTOR R. MARSH
DANIEL M. JONAS
RANDOLPH L. SNOW
STEPHEN D. THOMPSON
TERRENCE P. KESSLER
JAMES R. STRAWN
JOEL K. DAYTON
SCOTT P. SANDROCK
GUST CALLAS
BRUCE M. SOARES
JAMES P. KAMERER
KAREN S. RILAND

RICHARD D. DODEZ
MARY E. RANDALL
JOHN J. RAMBACHER
THOMAS W. CONNORS
TERRENCE L. SEEBERGER
ROBERT E. SOLES, JR.
TOD T. MORROW
FRANCIS G. CENTRONE
BRENDA S. SCHWARTZ
JANE M. TIMKEN
BRIAN C. CICH
GREGORY L. TADDONIO
MARK E. OWENS
GORDON D. WOOLBERT, II

JOHN D. JOLLIFFE
OF COUNSEL

May 21, 1998

Secretary of State of Ohio
30 East Broad Street
14th Floor
Columbus, OH 43266-0418

RE: ELCE Angels, Incorporated

Dear Secretary of State:

Enclosed for filing please find Articles of Incorporation and Original Appointment of Statutory Agent for the above-referenced corporation along with our check in the amount of $95.00 for the expedited filing fee.

Please acknowledge receipt of this filing. If you have any questions, please contact the undersigned.

Very truly yours,

Bruce M. Soares

Bruce M. Soares

BMS/mh
Enclosure
G:\bms\Letters\Secretary of State - Corporate Section.doc\5/21/98\mh

DOC ID ----> 199814701475

	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	5/28/1998	199814701475	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:
BLACK,MCCUSKEY,SOUERS & ARBAUG
ATTN B M SOARES
220 MARKET AVE SOUTH
CANTON, OH 44702-2116

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

The State of Ohio
Certificate

Secretary of State - Bob Taft

1005113

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ELCE ANGELS, INCORPORATED and that said business records show the filing and recording of:

Document(s)	*Document No(s):*
DOMESTIC ARTICLES/FOR PROFIT	*199814701475*

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 26th day of May, A.D. 1998

Bob Taft
Secretary of State