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# ARTICLES OF INCORPORATION

# OF

# FCS GRAPHICS, INC.

The undersigned, desiring to form a corporation for profit under the General Corporation Law of the State of Ohio, does hereby state the following:

**FIRST**. The name of said corporation shall be FCS GRAPHICS, INC.

**SECOND**. The place in Ohio where its principal office is to be located is 2169 St. Clair Ave., Cleveland, Ohio 44114.

**THIRD**. The purpose for which said corporation is formed is:

To engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Ohio, and to have all of the rights, powers and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations organized and existing under said General Corporation Law or under any act amendatory thereof, supplemental thereto or substituted therefor.

**FOURTH**. The maximum number of shares which the corporation is authorized to have outstanding is seven hundred fifty (750) shares of voting common stock, all of which shall be without par value.

**FIFTH**. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, lessor, lessee, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the board of directors

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or such members thereof as shall be present at any meeting of the board of directors at which action upon any such contract, transaction or act shall be taken. A director or officer of the corporation shall not be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gain or profit realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize, ratify or approve any such contract, transaction or act; and he may vote thereat to authorize or take action in respect of any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

**SIXTH**. All directors may severally or collectively consent in writing to any action to be taken by the board of directors, and such action shall be as valid a corporate action as though it had been authorized at a duly held meeting of the board of directors. Said writing or writings, signed by all of the members of the board of directors, shall be filed with or entered upon the records of the corporation. A majority of the whole authorized number of directors may ratify any act of any officer of the corporation.

**SEVENTH**. The corporation, through its board of directors, shall have the right, power and authority to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

**IN WITNESS WHEREOF**, the undersigned has subscribed these Articles of Incorporation this 14th day of June, 1998.

By: _____
J. Scott Broome, Incorporator

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Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form AGO (August 1992)

# ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of FCS Graphics, Inc. (name of corporation), hereby appoint J. Scott Broome (name of agent) 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:

1375 E. 9th Street (street address)

Cleveland (city), Ohio 44114 (zip code).

**NOTE:** P.O. Box addresses are not acceptable.

J. Scott Broome, (Incorporator)

(Incorporator)

(Incorporator)

## ACCEPTANCE OF APPOINTMENT

The undersigned, J. Scott Broome, named herein as the statutory agent for FCS Graphics, Inc. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

J. Scott Broome, Statutory Agent

## INSTRUCTIONS

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).

2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).

3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

** As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.*

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COLUMBUS, OHIO
(614) 463-9770

CINCINNATI, OHIO
(513) 361-0200

CANTON, OHIO
(330) 455-2700

TOLEDO, OHIO
(419) 242-7985

ROETZEL ANDRESS
A LEGAL PROFESSIONAL ASSOCIATION

ONE CLEVELAND CENTER, SUITE 1650
1375 E. 9TH STREET
CLEVELAND, OHIO 44114

(216) 623-0150
FAX (216) 623-0134

AKRON, OHIO
(330) 376-2700

NAPLES, FLORIDA
(941) 649-6200
1-(800) 535-7239

FORT MYERS, FLORIDA
(941) 337-3850

racleveland@ralaw.com
http://www.ralaw.com

DIRECT DIAL NO.: (216) 615-7403

June 26, 1998

**VIA FEDERAL EXPRESS**

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

***Re: REQUEST FOR EXPEDITED SERVICE***
***FCS GRAPHICS, INC.***

Dear Sir:

Enclosed for filing please find original Articles of Incorporation and Appointment of Agent for the above-captioned corporation, together with a check in the amount of $95.00. Please accept $85.00 as the filing fee, $10.00 for the **expedited** service.

Please accept these documents for filing and return the filed documents to me. If you have any questions, please call at any time.

Very truly yours,

ROETZEL & ANDRESS

J. Scott Broome

JSB:cm
Enclosures

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| | DATE | DOCUMENT NO | DESCRIPTION | | FILING | EXPED | PENALTY | CERT | COPY |
|---|---|---|---|---|---|---|---|---|---|
| 1. | 7/ 1/1998 | 199818002034 | 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:**
**ROETZEL ANDRESS**
**ATTN J S BROOME**
**1375 E 96TH ST**
**CLEVELAND, OH 44114-0000**

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

# *The State of Ohio*
# *Certificate*

## *Secretary of State - Bob Taft*

## *1010264*

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

| *Document(s)* | *Document No(s):* |
|---|---|
| *DOMESTIC ARTICLES/FOR PROFIT* | *199818002034* |

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 22nd day of June, A.D. 1998

Bob Taft
Secretary of State