

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	9/14/1998	199823700727	ARF DOMESTIC ARTICLES/FOR PROFIT	100.00	0.00	0.00	0.00	0.00
			TOTAL	100.00	0.00	0.00	0.00	0.00

Return To:
BAKER & HOSTETLER
ATTN K FINCH
65 E STATE ST #2100
COLUMBUS, OH 43215-4260

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



The State of Ohio
❖ *Certificate* ❖

Secretary of State - Bob Taft

1030515

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

Document(s)
DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
199823700727

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 25th day of
August, A.D. 1998

Bob Taft

Bob Taft
Secretary of State

ARTICLES OF INCORPORATION

OF

GENERATOR SYSTEMS, INC.

The undersigned, desiring to form a corporation for profit under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code, does hereby certify:

FIRST: The name of the corporation shall be Generator Systems, Inc.

SECOND: The place in the State of Ohio where the principal office of the corporation is to be located is Cleveland, Cuyahoga County.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is One Thousand (1000), all of which shall be Common Shares, with par value of \$.01.

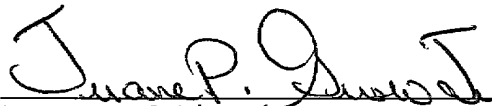
FIFTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to subscribe for or purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, for such considerations and upon such terms and conditions as its Board of Directors from time to time may determine.

SIXTH: Notwithstanding any provision of Ohio Revised Code Sections 1701.01 to 1701.98, inclusive, now or hereafter in force, requiring for the authorization

or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes of shares thereof.

SEVENTH: To the extent permitted by law, the corporation, by action of its Board of Directors, may purchase or otherwise acquire shares of any class issued by it at such times, for such considerations and upon such terms and conditions as its Board of Directors may determine.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of August, 1998.



Jerome P. Grisko, Jr., Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned Incorporator of Generator Systems, Inc. hereby appoints A.G.C. Co., an Ohio corporation which has a business address in the State of Ohio, as the Agent upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Its complete address is 3200 National City Center, Cleveland, Cuyahoga County, Ohio 44114.

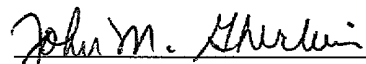

Jerome P. Grisko, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, A.G.C. Co., an Ohio corporation, named herein as the statutory agent for GENERATOR SYSTEMS, INC., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

A.G.C. Co.

Date: August 19, 1998

By: 
Print Name: John M. Gherlein
Its: Vice President

CORRESPONDENCE

Name: BAKER + Hostetler LLP
C/O KAREN FINCH

Address: 45 E STATE ST #2100

City: CO/S State OH Zip 43215-4260