DOC ID ----> 199825400615

MOTEL HELL, INC.
ARTICLES OF INCORPORATION
MARCH 23, 1998

The undersigned, all of whom are citizens of the United States, desiring to form a corporation for profit under Ohio Revised Code 1701.01 et seq. do hereby certify:

ARTICLE ONE

NAME

The name of said corporation shall be Motel Hell, Inc..

ARTICLE TWO

PRINCIPAL OFFICE

The place in Ohio where its principal office is to be located is 25 E. Market Street, Tiffin, Seneca County, Ohio.

ARTICLE THREE

PURPOSE

The purpose for which it is formed is to engage in any lawful activity for which corporations may be formed under sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

ARTICLE FOUR

SHARES

The number of shares which the corporation is authorized to have outstanding is Five Hundred (500) shares, all of which shall be common shares without par value.

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ARTICLE FIVE

CAPITAL

The amount of capital with which the corporation will begin business will be Five Hundred ($500.00) Dollars.

In Witness Whereof, we have hereunto subscribed our names this 20th day of March, 1998.

Howard W. Mathias Mark S. Roberts Chad E. Bauer

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ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of **Motel Hell, Inc.**, hereby appoint **Carolyn M. Mathias**, 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.

Complete address of the agent is: **2689 N. Twp. Rd. 165**
Tiffin
Seneca County, Ohio 44883

Dated: 3-23-98

Howard W. Mathias (Incorporator)

Mark S. Roberts (Incorporator)

Chad E. Bauer (Incorporator)

ACCEPTANCE

The undersigned hereby accepts appointment as statutory agent for **Motel Hell, Inc.**

Dated: 3 23 98

Carolyn M. Mathias

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BARGA AND BARGA

Attorneys at Law
120 Jefferson Street · P.O. Box 200
Tiffin, Ohio 44883-0200
Telephone: (419) 447-0507
Telefax: (419) 447-4447

John T. Barga

Of Counsel:
Susan M. Jones
Also admitted in Florida, District of Columbia and Colorado

March 27, 1998

Bob Taft
Secretary of State
State Office Tower
30 E. Broad Street
14th Floor
Columbus, Ohio 43266-0418

Re: HMMRCB, Ltd., Motel Hell, Inc. and PRYZM, Inc.

Dear Sir:

Enclosed please find the following documents for the above named corporations and limited liability company:

(1) Two (2) Articles of Incorporation and one (1) Articles of Organization;

(2) Three (3) Statutory Agent Appointments & Designations;

(3) A check in the sum of Two Hundred Fifty-five Dollars ($255.00) - filing fee.

Please file these documents and return the same at your earliest convenience.

Thank you for your courteous attention to and assistance with this matter.

Sincerely,

John T. Barga

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	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	9/14/1998	199825400615	ART DOMESTIC ARTICLES/FOR PROFIT		85.00	0.00	0.00	0.00	0.00
				TOTAL	85.00	0.00	0.00	0.00	0.00

Return To:
BARGA & BARGA
120 JEFFERSON ST
PO BOX 200
TIFFIN, OH 44883-0200

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

The State of Ohio
Certificate

Secretary of State - Bob Taft

1030656

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

Document(s)	*Document No(s):*
DOMESTIC ARTICLES/FOR PROFIT	*199825400615*

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
9th day of September, A.D. 1998

Bob Taft

Bob Taft
Secretary of State