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SEP 10 1999

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J. Kenneth Blackwell
Secretary of State
State of Ohio

September 2, 1999

DIN#: 199924400925
EXPEDITE

FAULKNER, GARMHAUSEN, ET AL
ATTN JOHN M. GARMHAUSEN
100 S MAIN AVE, STE. 300
SIDNEY , OH 453650000

Re: BROOKSIDE LABORATORIES, INC.
CHARTER 377363

Dear Customer:

The enclosed document (s) is being returned for the following reason (s) :

When a corporation is amending its Articles of Incorporation in its entirety, the certificate must contain a superseding clause stating that the adopted amended articles of incorporation shall supersede the existing articles of incorporation and amendments thereto.

****Please submit corrected documents to: Secretary of State, P.O. Box 1390, Columbus, Ohio 43216****

To ensure proper processing of your filing, **return this letter.**

- **Return the corrected documents and the entire filing**
- Your filing has been credited in the amount of **$45.00**

Completed documents must be returned within 30 days or a refund will be issued.

If you have any questions regarding this matter, please feel free to contact this office at (614) 466-3910, toll free 1-877-SOS-FILE. Thank you.

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CERTIFICATE OF AMENDMENT TO

ARTICLES OF INCORPORATION

Brent J. Stombaugh, President and Chief Executive Officer, and Corrie Almack, Secretary, of Brookside Laboratories, Inc. ("Corporation") do hereby certify that pursuant to Section 1701.71(A), Ohio Revised Code, at a meeting of the shareholders which was duly called and held on August 11, 1999, at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation, the following resolutions were adopted to amend the Articles of Incorporation:

> BE IT RESOLVED, that the Articles of Incorporation of the Corporation are hereby amended with the complete Articles of Incorporation, as amended, attached hereto and marked as Exhibit "A."
>
> *
>
> BE IT FURTHER RESOLVED, that the President/Chief Executive Officer and Secretary of the Corporation be, and are hereby, authorized and directed to certify adoption of the foregoing resolution, to file such certificate with the Secretary of State of Ohio, and to take all other action necessary to effect the foregoing amendment to the Articles of Incorporation.

Dated this 24 day of August, 1999.

Brent J. Stombaugh

Corrie Almack

*BE IT FURTHER RESOLVED, that the Amended Articles of Incorporation of the Corporation attached hereto and marked as Exhibit "A" shall supersede the existing Articles of Incorporation and Amendments thereto.

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AMENDED ARTICLES OF INCORPORATION

OF

BROOKSIDE LABORATORIES, INC.

FIRST: The name of said corporation shall be Brookside Laboratories, Inc.

SECOND: The place in Ohio where its principal office is to be located is the Village of New Knoxville, County of Auglaize, Ohio.

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

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is one hundred thousand shares with a par value of Ten Dollars ($10) per share.

FIFTH: No holder of shares of the Corporation shall have any pre-emptive right or other right to subscribe for or to purchase any shares of the Corporation in excess of two hundred (200) shares, which number of shares shall be automatically adjusted in proportion to any stock split which may be approved from time to time by the Board of Directors of the Corporation.

SIXTH: The corporation, through its Board of Directors, shall have the right and power 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.

SEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be 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 of shares thereof.

EIGHTH: 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, 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 a director or officer is a shareholder, director, or officer of a corporation or firm which has an interest in a transaction, contract, or act of this corporation. So long as the firm or corporation that is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of

EXHIBIT "A"

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Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains or profits 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 and 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 or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if her 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.

NINTH: The number of directors may be changed from time to time by amendment to the Code of Regulations, but such number of directors shall be no less than five (5) and no more than eleven (11).

TENTH: Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation then to the other holders of common shares in the following manner:

(1) The corporation by the Board of Directors shall set a buy/sell price for shares of the corporation and make such prices known to the Shareholders.

(2) An offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating his or her intention to sell or transfer such shares at the stated price. Within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other common shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within five (5) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

(3) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of

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shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(4) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever, provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferred than those specified in his notice to the Secretary of the corporation.

ELEVENTH: No shares may be issued by the corporation to any person, partnership, corporation, association, or other entity who is not, at the time of issuance, either an employee of Brookside Laboratories, Inc. or a party to a then existing Consultant's Agreement with Brookside Laboratories, Inc., or the spouse of such employee or consultant, provided, however, no employee or consultant and the spouse of such employee or consultant shall collectively own more than the number of shares permitted under Article FIFTH of these Articles of Incorporation. No shares of the corporation shall hereafter be transferred, sold, assigned, or in any other way conveyed to any person, partnership, corporation, association, or other entity who is not an employee or consultant of the corporation or the spouse of an employee or consultant of the corporation.

TWELFTH: Upon termination of a shareholder as an employee or consultant of the corporation, such shareholder shall within thirty (30) days after such termination sell to the corporation and the corporation shall purchase from such shareholder all shares then held by the shareholder at a price equivalent to the value of the shares of the corporation as periodically established by the Board of Directors.

For purposes of this Section, a shareholder or consultant of the corporation who retires from such position and who is not otherwise gainfully employed, either directly or indirectly, in a business in competition with the corporation, shall be exempt from the repurchase obligation contained in this Section Twelfth.

In the event of the repurchase of shares pursuant to this Section Twelfth, any shares of the corporation then owned by the spouse of a former employee or consultant shall also be subject to the repurchase requirements. In the event one holding shares of the corporation is no longer the spouse of an employee or consultant, such shares shall be either transferred to the employee or consultant, providing such transfer does not cause the stock ownership of the employee or consultant to exceed the maximum number of shares permissible, or shall be repurchased by the corporation pursuant to the provisions of this Section Twelfth.

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THIRTEENTH: No shareholder of the corporation shall be entitled to vote cumulatively in the election of directors.

FOURTEENTH: The Board of Directors is hereby authorized to adopt amendments to the Articles of Incorporation with respect to any unissued or treasury shares of the corporation.

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FAULKNER, GARMHAUSEN, KEISTER & SHENK
A LEGAL PROFESSIONAL ASSOCIATION
COURTVIEW CENTER - SUITE 300
100 SOUTH MAIN AVENUE
SIDNEY, OHIO 45365
(937) 492-1271
FAX: (937) 498-1306
e-mail: fgks@bright.net

MINSTER, OHIO
(419) 628-3677

HARRY N. FAULKNER
JOHN M. GARMHAUSEN
RALPH F. KEISTER
JAMES R. SHENK*
MICHAEL A. STAUDT
JAMES L. THIEMAN
THOMAS J. POTTS
WILLIAM E. LANG
DANIEL A. BENSMAN
DANIEL J. GENTRY

*ALSO ADMITTED IN FLORIDA

September 17, 1999

Secretary of State of Ohio
Corporation Division
30 E. Broad Street, 14th Floor
P.O. Box 1390
Columbus, OH 43216

RE: Brookside Laboratories, Inc.
Charter No. 377363

Gentlemen:

In response to your letter of September 2, 1999, a copy of which is enclosed, enclosed please find a revised Certificate of Amendment to Articles of Incorporation for filing in connection with the above referenced corporation.

Please return your certificate and receipt to the undersigned at the above address.

Very truly yours,

John M. Garmhausen

jlg

Enclosures

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	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	11/15/1999	199924400925	AMA DOMESTIC/AMENDED RESTATED ARTICLES		35.00	10.00	0.00	0.00	0.00
				TOTAL	35.00	10.00	0.00	0.00	0.00

Return To:
FAULKNER,GARMHAUSEN,KEISTER &
ATTN J M GARMHAUSEN
100 S MAIN AVE STE 300
SIDNEY, OH 45365-0000

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

The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

377363

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

Document(s)	*Document No(s):*
DOMESTIC/AMENDED RESTATED ARTICLES	*199924400925*

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 September, A.D. 1999

J. Kenneth Blackwell
Secretary of State