DOC ID ----> 200000300682

CERTIFICATE OF AMENDMENT
by Shareholders to the Articles of Incorporation of
OHIO CABINET WORKS, INC.

James Terranova, who is:

☐ Chairman of the Board ☒ President ☐ Vice President (check one) and

Robert J. Mangus, who is: ☒ Secretary ☐ Assistant Secretary (check one)

of the above named Ohio corporation for profit do hereby certify that: (check the appropriate box and complete the appropriate statements)

☐ a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on _____, 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 _____ % of the voting power of the corporation,

☒ in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose,

the following resolutions to amend the Articles of Incorporation were adopted:

RESOLVED, That Article First of the Articles of Incorporation shall be amended and restated in its entirety as follows:

"FIRST: The name of the corporation shall be: ACCEL GROUP, INC.

RESOLVED FURTHER, That Article Second of the Articles of Incorporation shall be amended and restated in its entirety as follows:

"SECOND: The place in Ohio where the principal office of the corporation is located is: 325 Quadral Drive, Wadsworth, Ohio 44281.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this 20th day of December, 1999.

By James Terranova
James Terranova, President

By Robert J. Mangus
Robert J. Mangus, Secretary

NOTE: Ohio law does not permit one officer to sign in two capacities. Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.

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STARK & KNOLL

A LEGAL PROFESSIONAL ASSOCIATION

RICHARD W. BURKE
CATHERINE KEMP ERISEY
JEFFREY T. KNOLL
THOMAS G. KNOLL
JOHN K. KRAJEWSKI
AARON G. LEPP
MARY JO LOCKSHIN
MICHAEL P. MORLEY
JAMES L. RENCH
ROBERT W. SPENCER, JR.
MICHAEL L. STARK
RONALD K. STARKEY
JOHN P. SUSANY
RALPH R. WASZAK, JR.

Direct Line: *(330) 572-3337* **E-Mail Address:** *rwaszakjr@stark-knoll.com*

December 27, 1999

VIA OVERNIGHT MAIL

Ohio Secretary of State
Business Services Division
30 E. Broad Street, 14th Floor
Columbus, OH 43215

RE: *Ohio Cabinet Works, Inc.*

Dear Sir or Madam:

Enclosed for filing is the Certificate of Amendment by Shareholders to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check for $35.00 to cover the filing fee. The filed Certificate of Amendment should be returned to the undersigned by regular U.S. mail.

In the event you are in need of further information, please call the undersigned at 1-800-345-7164.

Very truly yours,

STARK & KNOLL CO., L.P.A.

Ralph R. Waszak, Jr.

RRW/jkl

Enclosure

DOC ID ----> 200000300682

	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	1/10/2000	200000300682	AMD DOMESTIC/AMENDMENT TO ARTICLES		25.00	0.00	0.00	0.00	0.00
				TOTAL	25.00	0.00	0.00	0.00	0.00

Return To:
STARK & KNOLL
ATTN R.R. WASZAK JR
76 S MAIN ST STE 1512
AKRON, OH 44308-1824

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

The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

640697

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

Document(s)	*Document No(s):*
DOMESTIC/AMENDMENT TO ARTICLES	*200000300682*

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 28th day of December, A.D. 1999

J. Kenneth Blackwell
Secretary of State