



J. Kenneth Blackwell
Secretary of State
State of Ohio

February 2, 2000

DIN#: 200003202837

VORYS, SATER, SEYMOUR ET AL
ATTN M.J. GROVE
52 E GAY ST
COLUMBUS , OH 432150000

*File dated
1-25-2000
MS*

Re: ROCK CAPITAL SOUND CORP.

Dear Customer:

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

NO ATTACHMENT WAS RECEIVED AS STATED ON ARTICLE #1 OF THE
AMENDED ARTICLES.

****Please submit corrected documents to: Secretary of State, P.O. Box 818,
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 **\$35.00**

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.

SoS/KB

30 E. Broad Street, 14th Floor, Columbus, Ohio 43266-0418

1-18974



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Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

☒ Yes

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION of

Rock Capital Sound Corp.

(Name of Corporation)

701997

(charter number)

Gary J. Jurist, who is the President

of the above named Ohio corporation for profit, does hereby certify that:

- ☐ a meeting of the shareholders was duly called and held on _____, at which meeting a quorum the shareholders was present in person or by proxy, and that 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 the shareholders who would be entitled to notice of a meeting held for that purpose, the following Amended Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all amendments thereto.

AMENDED ARTICLES OF INCORPORATION

FIRST: The name of the corporation is: See attached Amended and Restated Articles of Incorporation

SECOND: The place in the State of Ohio where its principal office is located is in the City of _____, _____ County.

THIRD: The purposes of the corporation are as follows:

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SECRETARY OF STATE

J. Kenneth Blackwell

Secretary of State

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____

FIFTH: These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto
subscribed his name on January 10, 2000
(gender) (date)

By: *Gary J. Juvet*
Title: _____ President

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROCK CAPITAL SOUND CORP.

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SECRETARY OF STATE

FIRST: The name of the corporation shall be Rock Capital Sound Corp.

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

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.99 of the Ohio Revised Code.

FOURTH: The authorized number of shares of the corporation shall be 750, all of which shall be common shares, each without par value.

FIFTH: The directors of the corporation shall have the power to cause the corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the articles of the corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article FIFTH of these articles shall not limit the plenary authority of the directors to

purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its articles.

SIXTH: No shareholder of the corporation shall have, as a matter of right, the pre-emptive right to purchase or subscribe for shares of any class, now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such share.

SEVENTH: Notwithstanding any provision of the Ohio Revised Code requiring for any purpose the vote, consent, waiver or release of the holders of shares of the corporation entitling them to exercise two-thirds of any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless expressly provided otherwise by statute, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise not less than a majority of the voting power of the corporation or of such class or classes.

EIGHTH: Shareholders of the corporation shall not have the right to vote cumulatively in the election or removal of directors.

NINTH These amended and restated articles supersede the articles of incorporation, as amended, existing at the effective date of these amended and restated articles.

01/11/00 - 908531



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☒ **CORPORATE FILINGS**

CORPORATIONS ONLY



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SERVICE**

CORRESPONDENCE

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PLEASE RETURN THE ATTACHED DOCUMENTS TO:

JAN 25 2000

**J. KENNETH BLACKWELL
SECRETARY OF STATE**

VORYS, SATER, SEYMOUR AND PEASE LLP
NAME OF YOUR FIRM OR COMPANY

Mary Jo Grove
ATTN

52 East Gay Street
STREET ADDRESS

Columbus, Ohio 43215
CITY

STATE

ZIP

(614) 464-8251
TELEPHONE

UCC ONLY



MAIL



PICK UP

IF NOT CHECKED, IT WILL BE MAILED