DOC ID ----> 200230901388

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/05/2002	200230901388	DOMESTIC ARTICLES/FOR PROFIT (ARF)	1,350.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CHARLES T SIMON CO. LPA
21220 CENTER RIDGE ROAD SUITE 250
ROCKY RIVER, OH 44116

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1349777

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ACUITY-VCT, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC ARTICLES/FOR PROFIT	**200230901388**

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 5th day of November, A.D. 2002.

J. Kenneth Blackwell

Ohio Secretary of State

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ARTICLES OF INCORPORATION OF ACUITY-VCT, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio do hereby certify:

FIRST: The name of said corporation shall be Acuity-VCT, Inc.

SECOND: The place within the State of Ohio where its principal office is to be located at 4807 Rockside Road, Suite #370, Independence, Cuyahoga County, Ohio 44131.

THIRD: The purpose or purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.98 inclusive of the Ohio Revised Code, or as may be amended.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Fifty Thousand (50,000) shares, all of which shall be common shares.

FIFTH: The amount of capital with which the Corporation will begin business will not be less than Five Hundred Dollars ($500.00).

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: No holder of shares of the Corporation shall have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares or such class be now or hereafter authorized.

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 any Director or officer of any firm of which such Director or officer is a member or any corporation of which such Director or officer or any firm of which such Director or officer is a shareholder, Director or officer, is in any way interested in such transaction, contract or act, provided the fact that such Director, officer, firm or corporation 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 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 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

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Directors of the Corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereafter to authorize, ratify, or approve any such transaction, contract or act, with like force and effect as if 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 Corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation, as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolle contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

TENTH: All Directors shall severally or collectively consent in writing to any action to be taken by the Board of Directors, and such action shall be as valid a corporate action as though it had been authorized in a meeting of said Board. Said writing or writings, signed by all of the Directors, shall be filed with or entered upon the records of the Corporation. A majority of the whole authorized number of Directors may ratify any act of any officer or officers of the Corporation.

ELEVENTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds 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.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31st day of October, 2002.

CHARLES T. SIMON, INCORPORATOR

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators Acuity-VCT, Inc., hereby appoint Charles T. Simon, a natural person resident in this State upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

His complete address is, 21220 Center Ridge Road, #250, Rocky River, Ohio 44116.

CHARLES T. SIMON, INCORPORATOR

Rocky River, Ohio
October 31, 2002

ACUITY-VCT, INC.

Gentlemen: I hereby accept appointment as agent of your Corporation upon whom process, tax notices or demands may be served.

CHARLES T. SIMON, AGENT