



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/20/2002	200232400348	ARTICLES OF ORGANIZATION/DOM. LLC (LCA)	125.00	.00	.00	.00	.00

Receipt

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

JOHN A. VAN SICKLE, CO. LPA
1000 N. HIGH STREET, SUITE G
WORTHINGTON, OH 43085

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1352613

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

NORTON ROAD PARTNERS, LLC

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

Document(s)

ARTICLES OF ORGANIZATION/DOM. LLC

Document No(s):

200232400348



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 19th day of November,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

Prescribed by
 J. Kenneth Blackwell, Secretary of State
 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 1-877-767-3453

ARTICLES OF ORGANIZATION OF NORTON ROAD PARTNERS, LLC

(Under Section 1705.04 of the Ohio Revised Code)
 Limited Liability Company

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: Name: The name of said limited liability company shall be _____

NORTON ROAD PARTNERS, LLC

(the name must include the words "limited liability company", "limited", "Ltd" or "Ltd.")

SECOND: Period: This limited liability company shall exist for a period of _____

Perpetual

THIRD: Address: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

76 Cressingham Lane

(street or post office box)

Powell, Ohio 43074

(city, village or township)

(state)

(zip code)

FOURTH: Purpose: The purpose for which this limited liability company is formed is to engage in any lawful act or activity for which limited liability companies may be formed under 1705.01 to 1705.58, inclusive of the Ohio Revised Code.

FIFTH: Ownership Units: The maximum number of ownership units which this limited liability company is authorized to have outstanding is one hundred (100), all of which shall be identical units, except as provided in the operating agreement, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the

equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: Management: Management of this limited liability company shall be limited to the members of the company and as further provided and limited by the operating agreement of the Company. No other original member, substituted member or additional admitted members shall have the right to manage or select the manager other than provided herein or in the operating agreement. Qualification and election of the management shall be provided in the operating agreement of this limited liability company.

SEVENTH: Conflict of Interest: A director, officer, manager or member of this limited liability company (the "Company") shall not be disqualified by his office or position from dealing or contracting with the limited liability company as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the Company be void or voidable or in any way affected or invalidated by reason of the fact that any director, officer, manager or member or any firm of which such director, officer, manager or member is a shareholder, director, officer, manager or member is in any way interested in such transaction, contract, or act, provided the fact that such director, officer, manager, member, firm or corporation is so interested shall be disclosed or shall be known to the management of the Company or such members thereof as shall be present at any meeting of the directors or members of the Company, at which action upon any such contract, transaction or act shall be taken; nor shall any such director, officer, manager or member be accountable or responsible to the Company for or in respect of any such transaction, contract or act of the Company, 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, officer, manager or member, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the directors or members of the Company 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 he or any firm or company 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.

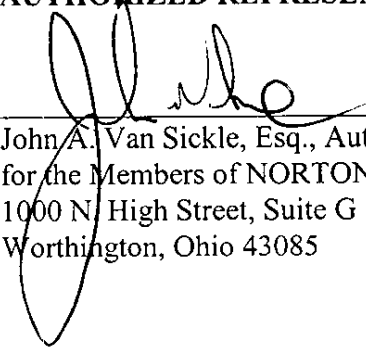
EIGHTH: Indemnification: Every person who is a director, officer, manager, member, or employee of this limited liability company (the "Company") or a former director, officer, manager, member, or employee of the Company, or a person who is serving or has served at the request of the Company as a director, officer, manager, member or employee of another company or corporation is hereby indemnified against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer, manager, member or employee, provided he is determined by the directors or members of the Company acting at a meeting at which a quorum consisting of directors or members who are not parties to or

threatened with any such action, suit or proceeding is present (a) not to have been negligent or guilty of misconduct in the performance of his duty to the company of which he is such director, officer, manager, member or employee; (b) to have acted in good faith in what he reasonably believed to be the best interest of such Company and; (c) in any matter the subject of a criminal action, suit, or proceeding, to have had no reasonable cause to believe that his conduct was unlawful; provided, however, no director or member who is a party to or threatened with any such action, suit or proceeding shall be qualified to vote on such matter. Alternatively such determinations may be made (a) by a court of competent jurisdiction, (b) by the members of the Company at a meeting held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of voting power of the company on such proposal or (c) adopted by the members of the Company without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, manager, member or employee may be entitled including, without limiting the generality of the foregoing, any insurance purchased by the Company.

IN WITNESS WHEREOF, the undersigned being an authorized representative of all original members, have hereunto subscribed its name, this 15 day of November 2002.

AUTHORIZED REPRESENTATIVE:



John A. Van Sickle, Esq., Authorized Representative
for the Members of NORTON ROAD PARTNERS, LLC
1000 N. High Street, Suite G
Worthington, Ohio 43085

Prescribed by
J. Kenneth Blackwell, Secretary of State
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**ORIGINAL APPOINTMENT OF AGENT
OF NORTON ROAD PARTNERS, LLC**
(for limited liability company)

The undersigned, being an authorized representative of the members of _____

NORTON ROAD PARTNERS, LLC hereby appoint

(name of limited liability company)

Nick D. Fallieras to be the agent

(name of agent)

upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

76 Cressingham Lane

(street address)

Powell, Ohio

(city, village or township) Note: P.O. Box addresses are not acceptable

, Ohio 43065

(zip code)

AUTHORIZED REPRESENTATIVE:



John A. Van Sickle, Esq., Authorized Representative
for the Member(s) of NORTON ROAD PARTNERS, LLC

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

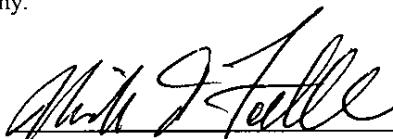
ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for _____

NORTON ROAD PARTNERS, LLC., hereby acknowledges and accepts the

(name of limited liability company)

appointment of agent for said limited liability company.



Nick D. Fallieras
Agent's Signature