



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/28/2003	200302702424	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

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

THOMAS M. PHILLIPS, ESQ.
7970 CLYO ROAD
CENTERVILLE, OH 45459

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1364573**

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

CIRRUS CONCEPT CONSULTING, INC.

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200302702424

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 24th day of January, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION
OF
CIRRUS CONCEPT CONSULTING, INC.

2003 JUL 24 11 1: 29

The undersigned, for purposes of forming a corporation for profit in accord with Chapter 1701 et seq. of the Ohio Revised Code, hereby states the following:

1. **NAME:** The name of the Corporation is **Cirrus Concept Consulting, Inc.**
2. **PLACE OF OFFICE:** The place in Ohio where the principal office of the Corporation is to be located is Beaver Creek, Greene County, Ohio.
3. **PURPOSE:** The purpose for which the Corporation is formed is: To engage in any lawful act or activity for which corporations may be formed under the laws of the State of Ohio.
4. **CAPITAL STOCK:** The number of shares of capital stock which the Corporation is authorized to have outstanding is Eight Hundred and Fifty (850) shares, all of which shall be common shares without par value.
5. **STATED CAPITAL:** The amount of capital with which the Corporation shall have to begin business is One Hundred Dollars (\$100.00).
6. **PURCHASES OF CORPORATE SHARES:** When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the corporation, the corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warranties, obligations, evidences of indebtedness or any other securities of the corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.
7. **NO PRE-EMPTIVE RIGHTS:** No holder of shares of any class of the corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain in any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

8. **SHAREHOLDERS VOTE - REQUIREMENT:** a) Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, designating for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority 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 of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes. b) An express exception to the above majority vote requirement shall be the following issues which may only be taken by the unanimous vote of the shareholders: (1) compensation of all directors and officers including all bonus arrangements, or (2) financial or other contractual obligations of the corporation in excess of \$2,000 each.
9. **CONFLICTS:** No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize and contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes and contract to transaction.

IN WITNESS WHEREOF, I have subscribed my name this 21st day of January,

2003.



Thomas M. Phillips, Sole Incorporator

ORIGINAL APPOINTMENT

OF

STATUTORY AGENT

CIRRUS CONCEPT CONSULTING, INC.

The undersigned, being the Sole Incorporator of **Cirrus Concept Consulting, Inc.**, hereby appoints Thomas M. Phillips, a natural person who is a resident of this state to be statutory agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

The complete address of the agent is 7970 Clio Road, Centerville, Montgomery County, Ohio 45459.

1/21/03
Date

TM Phillips
Thomas M. Phillips, Sole Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Thomas M. Phillips, named herein as the Statutory Agent for **Cirrus Concept Consulting, Inc.**, hereby acknowledges and accepts the appointment of Statutory Agent for said corporation.

1/21/03
Date

TM Phillips
Thomas M. Phillips, Statutory Agent