DOC ID ----> 200736502318

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/02/2008	200736502318	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

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

WOOD & LAMPING LLP
600 VINE ST
STE 2500
CINCINNATI, OH 45202-2409

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

201238

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

CHESTER LABS, INC.

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

Document(s)	Document No(s):
DOMESTIC/AMENDMENT TO ARTICLES	**200736502318**

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 31st day of December, A.D. 2007.

Ohio Secretary of State

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Prescribed by:
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
◉ No	PO Box 1329 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit		PLEASE READ INSTRUCTIONS	(2) Domestic Non-Profit	
☐ Amended (122-AMAP)		☑ Amendment (125-AMDS)	☐ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation: Chester Labs, Inc.

Charter Number: 201238

Name of Officer: John B. Armstrong

Title: President

☑ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (***non-profit amended articles only***)

☐ members was duly called and held on _____
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☑ In a writing signed by all of the ☑ shareholders ☐ directors ***(non-profit amended articles only)***
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

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

_____ _____
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: as set forth in Attachment
(Does not apply to box (2))

REQUIRED
Must be authenticated **(signed)** by an authorized representative
(See Instructions)

John B Armstrong
Authorized Representative

John B. Armstrong
(Print Name)

12-20-07
Date

Authorized Representative

(Print Name)

Date

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Chester Labs, Inc.
Charter No. 201238

Certificate of Amendment by Shareholders

Additional Provisions

Article Fourth shall read as follows:

Authorized Shares. The number of shares which the corporation is authorized to issue is Ten Thousand (10,000), of which (i) Five Thousand (5,000) shares shall be common shares, without par value ("Common Shares"), and (ii) Five Thousand (5,000) shares shall be Class A Preferred Shares, without par value ("Class A Preferred Shares"). The preferences, rights and privileges of the Class A Preferred Shares, and the qualifications, limitations, and restrictions thereon, shall be as follows:

(1) *Voting Rights:*

(A) General. Holders of Class A Preferred Shares shall be entitled to one vote per share on each matter, including the election of directors, submitted or required to be submitted to a vote of the shareholders. The Class A Preferred Shares and any other capital shares having voting rights shall vote together as one class, except as expressly provided in this subsection (1).

(B) Class Votes To Authorize New Preferred Shares or Issue Additional preferred Shares. So long as any shares of Class A Preferred Shares are outstanding, the corporation shall not, without the affirmative vote of the holders of at least two-thirds of the Class A Preferred Shares, create any other class of preferred shares, increase the number of Class A Preferred Shares which the corporation is authorized to issue, or take any other action which would materially affect the rights of the holders of Class A Preferred Shares.

(2) *Dividend Rights.* The holders of Class A Preferred Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the annual rate of nine and three quarters percent (9.75%) of the total capital contributed by the holder for the purchase of the Class A Preferred Shares. Dividends shall be cumulative from the date of issue, and no dividends shall be paid on other shares of the corporation if dividends on Class A Preferred Shares are in arrears. If the funds available for the payment of dividends by the Corporation are insufficient to pay in full the dividends payable on all outstanding Class A Preferred Shares, the total available funds shall be paid in partial dividends paid equally on the Class A Preferred Shares outstanding on the record date.

(3) *Liquidation Rights:* In the event of liquidation or dissolution of the corporation, after the payment or provision for payment of all of the liabilities of the corporation and before any payment is made on account of the holding of any

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Common Shares or other Shares junior or subordinate to the Class A Preferred Shares, there shall be paid to the holders of Class A Preferred Shares the dividends on such shares accrued and unpaid to the date of payment plus the return of the total capital contributed by the holder for the purchase of the Class A Preferred Shares. Upon payment in full of such amounts, the Class A Preferred Shares shall be cancelled and no further distribution shall be made to the holders thereof with respect to such shares. Any further distributions shall be made to the holders of the common shares of the Corporation in proportion to their holdings of common shares. If after payment or provision for payment of all the liabilities of the corporation, there are insufficient funds available to pay in full the amounts payable to the holders of the then outstanding Class A Preferred Shares, the funds available shall be paid to the holders of the Class A Preferred Shares in proportion to their holdings of Class A Preferred Shares.

A new Article Eighth is hereby added to read as follows:

Notwithstanding any provisions of the Ohio Revised Code now or hereafter in effect requiring for any purpose or in any circumstances the taking or approving of any action of the Company by the vote, consent, waiver or release of the holders of greater than a majority of the shares of the Company's common stock or Class A Preferred Shares, such action may be approved or taken by the vote, consent, waiver or release of the holders of a majority of the shares of the Company's stock.