

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
05/10/94

CHARTER NUMBER: 871210
ROLL AND FRAME: 4117-0435

04117-0435

CORPORATION:

KMK SERVICE CORP.

DOCUMENT NUMBER	CODE	FEE
94050931801	ARF	85.00
94050931801	MIS	10.00

093767

RETURN TO: KEATING, MUETHING & KLEKAMP
ATTN: D. MITCHELL
ONE E FOURTH ST #1800
CINCINNATI OH 45202

0437

4117-0436



The State of Ohio

Bob Taft

Secretary of State

871210

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: ARF MIS

of:

KMK SERVICE CORP.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4117 at Frame 0437 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 9TH day of MAY

A.D. 19 94



Bob Taft
Bob Taft
Secretary of State

0'117-0437

ARTICLES OF INCORPORATIONOFKMK SERVICE CORP.

APPROVED

By SSBDate 5-9-94Amount 85.00

94050931801

The undersigned, being a citizen of the United States, who desires to form a corporation for profit under the Ohio Revised Code, does hereby certify as follows:

FIRST. The name of the Corporation shall be KMK SERVICE CORP.;

SECOND. The place in Ohio where its principal office is to be located is 1800 Provident Tower, One East Fourth Street, Hamilton County, Ohio 45202;

THIRD. The purpose for which the Corporation is organized shall be:

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

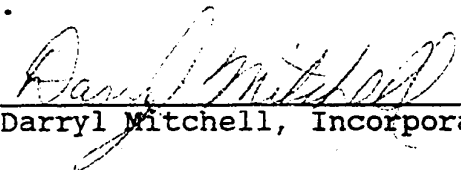
FOURTH. The maximum number of shares which the Corporation is authorized to have outstanding is Seven Hundred Fifty (750) all of which shall be Common Shares, without par value.

FIFTH. No holder of any shares of this Corporation shall have any preemptive rights to subscribe for or to purchase any shares of this Corporation of any class whether such shares or such class be now or hereafter authorized or to purchase or subscribe for security convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

SIXTH. This Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and any selling shareholder.

SEVENTH. The affirmative vote of shareholders entitled to exercise a majority of the voting power shall be required to amend these Articles of Incorporation, approve mergers and to take any other action which by law must be approved by a specified percentage of all outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name this 6th day of May, 1994.


Darryl Mitchell, Incorporator



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form AGO (August 1992)

04117-0438

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____
 KMK Service Corp. _____, hereby appoint

(name of corporation)

Gary P. Kreider

(name of agent)

to be statutory agent upon whom any

process, notice or demand required or permitted by statute to be served upon the corporation may
 be served. The complete address of the agent is:

1800 Provident Tower, One East Fourth Street
 (street address)

Cincinnati

(city)

Ohio

45202

(zip code)

NOTE: P.O. Box addresses are not acceptable.

Darryl Mitchell

(Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Gary P. Kreider _____, named herein as the statutory agent for
 KMK Service Corp. _____, hereby acknowledges and accepts the

(name of corporation)

appointment of statutory agent for said corporation.

Gary P. Kreider

Statutory Agent

INSTRUCTIONS

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

* As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.

04117-0439

KEATING, MUETHING & KLEKAMP

ATTORNEYS AT LAW

1800 PROVIDENT TOWER
ONE EAST FOURTH STREET
CINCINNATI, OHIO 45202
TELEPHONE (513) 579-8400
TDD (513) 579-6461

FACSIMILE (513) 579-6956

May 6, 1994

Direct Dial: (513) 579-6469

JOHN L. MUETHING
DONALD P. KLEKAMP
TIMOTHY A. QUARRY
GARY F. KREIDER
DON R. GARDNER
MICHAEL J. BURKE
LOUIS F. GALLAGHAN
HERBERT S. WEISS
JOSEPH P. ROUSE
RICHARD D. SIEGEL
JOSEPH L. TRAUTMANN, JR.
JAMES R. WHEATON
J. DAVID ROSENBERG
ROBERT W. MAXWELL
J. NEAL GARDNER
RICHARD L. CROUGHTON, JR.
PAUL V. MUETHING
JEROME C. RANDOLPH
JAMES E. BURKE

KEVIN E. IRWIN
TIMOTHY B. MATTHEWS
WILLIAM A. KEATING, JR.
WILLIAM A. POSEY
JOSEPH P. MELLER
MARK J. WEBER
GREGORY M. LITTELL
ROBERT E. COLETTI
SHERYL M. LARVE
JAMES M. JANSING
PATRICK A. FISCHER
ROBERT A. KUNGLER
JAMES D. SCOTT
DAVID K. MONTGOMERY
STEVEN R. SMITH
JAMES R. MATTHEWS
MICHAEL F. BIGLER
WILLIAM M. RABY
EDWARD E. STENZEL

THOMAS A. CAMERS
DONALD A. LANE
ROBERT G. SANKER
GREGORY J. TRISSONE
GAIL GLASSMEYER PRYSE
LISA WINTERKEMER MICHEL
W. KETH MOEL
JOHN E. GARDNER
PAMELA MORGAN HODGE
LAURA L. WARREN
KENNETH P. KREIDER
LAURA S. PETRE
DANIEL E. IZENSON
GAIL T. KING
MARY R. TRUE
DANIEL J. DONNELLY
MARY ELLEN MALAS

MATTHEW J. RICHIE
MICHAEL L. SCHNEIDER
JOJO KLEKAMP SCHNEIDER
PAUL D. GORDON
MARK A. WEBER
MICHAEL R. NELSON
BRIAN M. BASS
JOSEPH M. CALLOW, JR.
DOUGLAS L. HENLEY
DARRYL MITCHELL

WILLIAM J. KEATING
JOSEPH B. CONN
COUNSEL

ALSO ADMITTED IN KENTUCKY

Ohio Secretary of State
Corporations Division
14th Floor, State Office Tower
30 East Broad Street
Columbus, Ohio 43216

Dear Sir or Madam:

RE: Articles of Incorporation of KMK Service Corp.

Enclosed for filing please find the following documents necessary to incorporate KMK Service Corp. pursuant to Chapter 1701 of the Ohio Revised Code:

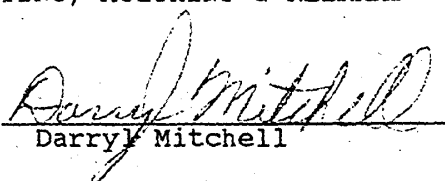
1. Executed Articles of Incorporation of KMK Service Corp.;
2. An Original Appointment of Statutory Agent; and
3. A check in the amount of \$95.00 for expedited service.

Please return a file-stamped copy to me in the enclosed self-addressed envelope.

Please contact the undersigned with any questions or comments.

Very truly yours,

KEATING, MUETHING & KLEKAMP

By: 

Darryl Mitchell

mje
Enclosures

171614.1

CORRESPONDENCE