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APPROVED
By SSG
Date 6-27-94
Account 85.00
94062755501

ARTICLES OF INCORPORATION

OF

INTEGRITY GROUP, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit under Ohio Revised Code Section 1701.01, et. seq., do hereby certify:

FIRST: The name of said corporation shall be

INTEGRITY GROUP, INC.

SECOND: The place in Ohio where its principal office is to be located is Cincinnati, Hamilton County, Ohio.

THIRD: The corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares of stock which the said corporation is authorized to have outstanding is eight hundred fifty (850), all of which shall be without par value.

FIFTH: 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.

SIXTH: The amount of stated capital with which the corporation shall begin business is Five Hundred ($500.00) Dollars.

DOC ID ----> 4154_1252

SEVENTH: No holder of shares of any class of this corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the corporation, or any bonds, debentures, or other securities convertible into any shares of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 21st day of June, 1994.

PETER M. BURRELL,
Incorporator

LINDA B. WOODROW,
Incorporator

DOC ID ----> 4154_1252

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of INTEGRITY GROUP, INC., hereby appoint PETER M. BURRELL, a natural person resident in the State in which the corporation has its principal office, 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 441 Vine Street, Suite 2900, Cincinnati, Hamilton County, Ohio, 45202.

PETER M. BURRELL,
Incorporator

Linda B. Woodrow
LINDA B. WOODROW,
Incorporator

ACCEPTANCE OF APPOINTMENT

Cincinnati, Ohio

June 24, 1994

The undersigned, Peter M. Burrell, named herein as the statutory agent for Integrity Group, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Peter M. Burrell,
Statutory Agent

DOC ID ----> 4154_1252

Schwartz, Manes & Ruby

RICHARD M. SCHWARTZ, LL.M., TAXATION*
DENNIS L. MANES, LL.M., TAXATION
STANLEY L. RUBY, LL.M., TAXATION**
THOMAS J. BREED
SCOTT M. SLOVIN, LL.M., TAXATION
ARTHUR D. WEBER, JR.
HOWARD L. RICHSHAFER
DAVID N. STONEHILL
DONALD B. HOPDES, LL.M., LABOR***
HARRY S. SUDMAN
DEBBE A. LEVIN, LL.M., TAXATION
WILLIAM S. WYLER
STEPHEN J. PATSFALL
THOMAS S. SAPINSLEY**
KENNETH R. THOMPSON †
ROBERT H. SIEGEL
WILLIAM B. SINGER
STEPHEN M. YEAGER**

A LEGAL PROFESSIONAL ASSOCIATION
2900 CAREW TOWER
441 VINE STREET
CINCINNATI, OHIO 45202-3090
TELEPHONE 513/579-1414
TELECOPIER 513/579-1418

CHARLES J. DAVIS
PETER M. BURRELL
DONNA M. BERGMANN
LAUREN WEINER COHN†
JOSEPH F. PFLUM
MICHAEL J. SCHWARTZ, LL.M., TAXATION
JILL M. RUBY

OF COUNSEL
HERBERT BASS
JAMES J. McGRAW, JR.**
JOHN B. ARMSTRONG

* ALSO ADMITTED IN NY
** ALSO ADMITTED IN KY
*** ALSO ADMITTED IN D.C.
† ALSO ADMITTED IN CA, MN

June 24, 1994

FEDERAL EXPRESS
Mr. Bob Taft
Secretary of State
State Office Tower, 14th Floor
30 East Broad Street
Columbus, Ohio 43215

Attn: Corporations Division

Re: Articles of Incorporation
Integrity Group, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and the Appointment of Statutory Agent for Integrity Group, Inc. Please file same and return the filed original to the undersigned. I have enclosed a check in the amount of $95.00 and request that this matter be given expedited service. In this connection, should you have any questions or problems, please call the undersigned (collect) at 513/579-1414.

Sincerely,

SCHWARTZ, MANES & RUBY

Peter M. Burrell

PMB:rn
encl.

CORRESPONDENCE

DOC ID ----> 4154_1252

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
06/28/94

CHARTER NUMBER: 874754
ROLL AND FRAME: 4154-1252

CORPORATION:

INTEGRITY GROUP, INC.

DOCUMENT NUMBER	CODE	FEE
940627555 C1	ARF	85.00
940627555 C1	MIS	10.00

106760

RETURN TO: SCHWARTZ, MANES & RUBY
ATTN P M BURRELL
441 VINE ST #2900
CINCINNATI OH 45202-3090

0310

DOC ID ----> 4154_1252

The State of Ohio

Bob Taft

Secretary of State

874754

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:

INTEGRITY GROUP, INC.

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

Recorded on Roll 4154 at Frame 1254 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 27TH day of JUNE ,

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State