DOC ID ----> 4231_1682

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
09/26/94

04231-1682

CHARTER NUMBER: 881407
ROLL AND FRAME: 4231-1682

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
MOONBEAM INC.	94091949801	ARF	85.00

026685

RETURN TO: ROBERT A. EDWARDS ET AL
ATTN R A EDWARDS
633 W MARKET ST
AKRON OH 44303

TOTAL : 85.00

0176

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The State of Ohio

Bob Taft

Secretary of State

881407

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

of:

MOONBEAM INC.

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

Recorded on Roll 4231 at Frame 1684 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 19TH **day of** SEP .

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State

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SUMMIT
KN
9/19/94
$85.00
94091949801

ARTICLES OF INCORPORATION

OF

MOONBEAM, INC.

The undersigned desiring to form a corporation for profit, under Sections 1701.01 et. seq. of the Revised Code of Ohio, does hereby certify:

FIRST: The name of the Corporation shall be MoonBeam Inc.

SECOND: The place in Ohio where its principal office is to be located at: 4391 Wadsworth Road, Norton, Ohio 44203, in Summit County.

THIRD: The purposes for which it is formed are: sales, service, and installation of communication equipment and to engage in any lawful act or activities for which corporations may be formed under Sections 1701.01 to Section 1701.98, inclusive, of the Ohio Revised Code, and to enter into contracts and agreements with individuals, partnerships, or other corporations, and others in connection with the performance of its activities; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, either alone or in company or association with any person, entity, syndicate, partnership, association, or corporation; to establish and maintain offices and agencies within, and anywhere outside of, the State of Ohio; and to exercise all or any of its corporate powers and rights in the State of Ohio and in any and all other states, territories, districts, colonies, possessions, or dependencies of the United States of America and in any foreign country.

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FOURTH: The number of shares which the corporation is authorized to have outstanding is Eight Hundred and Fifty (850) shares, all of which shall have a stated no par value.

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

SIXTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred on shareholders, directors, and officers are granted subject to this reservation.

SEVENTH: 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 it may determine; provided, however, that one corporation shall not redeem or purchase its own shares if immediately thereafter its assets would be less than its liabilities plus stated capital, or if the corporation is insolvent, or if there is reasonable ground to believe that by such redemption or purchase price it would be rendered as insolvent.

EIGHTH: A director of this corporation shall not be disqualified by such office from dealing or contracting with this corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way invalidated or affected by reason of the fact that any organization or member of any organization of which such director is a member or any corporation of which such director is a shareholder or director is in any way interested in such transaction or contract or act, provided that the fact that such member, such organization or such corporation is so interested in such transaction the Board of

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Directors of this corporation or such members thereof as shall be present at any meeting of such Board of Directors at which action upon any such transaction or contract or act shall be taken; and provided that if such fact is so disclosed or known, no such Director shall be accountable or responsible to this corporation for, or in respect of, any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any organization of which he is a member, shareholder or Director is interested in such transaction or contract or act.

NINTH: In the case of any proposal or proceeding for the (1) adoption of a Code of Regulations; (2) sale, exchange or other disposition of all, or substantially all, of the assets of the Corporation; (3) merger or consolidation of the corporation into a domestic corporation; (4) merger or consolidation of the corporation into a foreign corporation; (5) combination or majority share acquisition wherein this corporation is the acquiring corporation; or (6) the voluntary dissolution of this corporation, whereunder shareholder authorization is required by the General Corporation Law of Ohio, such shareholder authorization shall be sufficient if the proposal or proceeding in question shall have received the affirmative vote of not less than a majority of the shares of the entire voting power of the corporation or the shares of every class entitled to vote upon the proposal or proceedings; provided however, if the General Corporation Law or these Articles shall, as to the proposal or proceeding in question, require the affirmative vote of more than a majority of the voting power of the corporation or of any class of shares of the corporation, then such proposal or proceeding must receive the affirmative vote so specified.

TENTH: Except as otherwise authorized by the shareholders or Directors, no holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe

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for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe or to purchase such shares or any securities, bonds or other evidences of indebtedness convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ELEVENTH: It is the stated intent to operate as a Subchapter S Corporation, as long as the applicable laws and statutes permit and for as long as the directors shall so agree and until these articles are appropriately amended or an election otherwise as provided in the statutes of the State of Ohio or the applicable tax laws (IRC Section 1371 et. seq.)

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ARTICLE TWELVE

CLOSE CORPORATION AGREEMENT

12.1 The foregoing articles (2 through 11) are hereby modified as follows by this Close Corporation Agreement, to the extent that they may be by State Law governed by ORC Section 1701.591 and nothing herein shall be construed to obviate statutory provisions requiring filings with the Secretary of State or others which may not be waived under statute.

12.2 The Board of Directors is hereby eliminated.

12.3 Shareholders shall be the officers of the Corporation.

12.4 A Secretary of the Corporation may be appointed who is not a shareholder.

12.5 The President and Vice-President shall be shareholders who may also act as Treasurer and shall manage the affairs of the corporation.

12.6 Formal filings, annual meetings, and voting procedures are hereby eliminated as are the notice requirements associated therewith to the extent provided by ORC 1701.591.

12.7 Where actions are required to be taken by the Board of Directors, the officers may so determine said actions.

12.8 As long as there is only one shareholder, Article 8 is null and void.

12.9 Corporate records shall be maintained by the Secretary as required by State Law.

12.10 Initially only 100 shares of no par stock shall be issued. More stock may be issued on the same basis (no par value) as may determined in the course of business and as the shareholder/s shall determine.

12.11 No corporate seal shall be required or used to validate documents.

12.12 All of the powers and duties prescribed by the ORC Section 1701.01 to 1701.98 shall be exercised by the shareholder/s.

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12.13 As the sole shareholder/s, this Close Corporation Agreement is binding and effective as of the 16TH day of September, 1994.

Timothy T. Eames
SHAREHOLDER
Timothy T. Eames

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16TH day of September, 1994.

Timothy T. Eames
Timothy T. Eames,
PRESIDENT/INCORPORATOR

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of MoonBeam, Inc., hereby appoints Timothy T. Eames, of 4391 Wadsworth Road, Norton, Ohio 44203, a natural person and resident of the County in which the Corporation has its principal office, upon whom any process, tax notices or demands required or permitted by statute to be served upon the Corporation may be served.

Timothy T. Eames
Timothy T. Eames

DATED: SEPTEMBER 16, 1994

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ACCEPTANCE AS AGENT

The undersigned, Timothy T. Eames, named herein as the statutory agent for MoonBeam, Inc. hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Timothy T. Eames
Statutory Agent

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Robert A. Edwards
Karen Edwards - Smith
Attorneys at Law

633 West Market Street • Akron, Ohio 44303 • Phone: (216) 535-7547 • Fax: (216) 434-9979

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September 16, 1994

COPY

Robert Taft, II
Ohio Secretary of State
30 East Broad Street
Fourteenth Floor
Columbus, OH 43266-0418

Dear Sir:

Enclosed please find incorporation papers for the formation of an Ohio corporation. To wit:

MoonBeam, Inc.

Also please find a check in the amount of $85.00 for the required filing fees. The original appointment of Statutory Agents are attached to the set of incorporation papers.

A telephone check of the name was made and it was not in use.

Thank you.

Sincerely,

Robert A. Edwards

RAE/mbe
Enclosures