

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/30/94

04325-1410

CHARTER NUMBER: 751631
ROLL AND FRAME: 4325-1410

CORPORATION:

D. MICHAEL SMITH ENTERPRISES, INC.

DOCUMENT NUMBER	CODE	FEE
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94110800901	AMD	65.00
	INC	NO FEE

060331

RETURN TO: CATANZARITE & CO.
2841 RIVIERA DR #202
AKRON OH 44333

TOTAL : 65.00

0051

04325-1411



The State of Ohio

Bob Taft

Secretary of State

751631

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: AMD INC

of:

D. MICHAEL SMITH ENTERPRISES, INC.

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



Recorded on Roll 4325 at Frame 1412 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 8TH day of DEC .

A.D. 19 94 .

Bob Taft
Bob Taft
Secretary of State

04325-1412

751631
APPROVEDBy MTDate 12-8-94Amount \$10500

94110800901

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
D. MICHAEL SMITH ENTERPRISES, INC.

D. MICHAEL SMITH who is President and Evelyn Smith, who is Assistant Secretary of the above named Ohio corporation for profit, charter number 751631, hereby certify that at a meeting of the shareholders of said corporation which was duly called and held on October 1, 1994, at which meeting 100% of the shareholders were present and at which 100% of said shareholders voted in favor of amending the corporations articles of incorporation as set forth below:

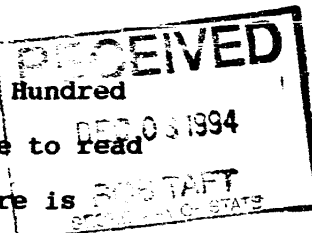
1. Article Fourth of the Articles of Incorporation are amended to read as follows:

"This corporation is authorized to issue two (2) classes of shares. Except as otherwise provided by law, the Class A Common Stock shall have all voting rights, and the Class B Common Stock shall have no voting rights. The number of Class A Common shares which the corporation is authorized to issue is Two Hundred (200) and the number of Class B Common shares which the corporation is authorized to issue is Two Hundred (200). Upon the amendment of this Article to read as herein set forth, each outstanding share is converted into one (1) Class A Common share and one (1) Class B Common share."

RECEIVED

NOV 07 1994

SECRETARY OF STATE



04325-1413

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3. Article Fifth of the Articles of Incorporation of this corporation are amended by way of adding the following hereto:

"The Class A Common Stock shall have a liquidation value and stated value fixed at Seven Hundred Fifty Dollars (\$750.00). The Class B Common Stock shall have a liquidation value comprising the remaining value of the corporation."

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this 1st day of Oct., 1994.

BY D. Michael Smith BY Evelyn Smith
President Assistant Secretary

Ohio Secretary of State Return Slip
Amendment/Amended articles

November 28, 1994

Catanzarite & Co., LPA
2841 Riviera Drive, Suite 202
Akron, Ohio 44333

PURGED

DEC 08 1994

NOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT OF
\$ 35.00 MUST ACCOMPANY
THE CORRECTED
DOCUMENTS. COMPLETED
DOCUMENTS MUST BE RE-
TURNED WITHIN 30 DAYS OR A
REFUND WILL BE ISSUED.

Re: D. Michael Smith Enterprises, Inc.

Document No. 94110800901

Additional Fee Required: \$ 30.00

Dear Sir or Madam:

The enclosed documents are being returned unfiled for the following reason(s):

DEC 08 1994

SECRETARY OF STATE

1. The corporation's name must appear at the top of the certificate exactly the same as in our records. Please see correct name above.
2. The certificate must be signed by 2 officers of the corporation. One signature must be that of the chairman of the board, president or vice-president and the second signature must be that of the secretary or assistant secretary. One individual may not sign in both capacities and, if necessary, an election or appointment must be made for this purpose.
If the corporation has a close corporation agreement in effect, the enclosed Close Corporation Affidavit may be completed.
3. Our records indicate that the principal office is located in _____ However, the location given on the certificate is _____. If the location has been changed (to a different city or county), then an additional resolution must be adopted, changing the principal office location. Include the appropriate county.
4. Indicate what manner of adoption was used in passing the resolution to amend the Articles of Incorporation. If a meeting was held, include the percentage of the voting power that passed the resolution. A _____ vote is required.
5. The new name you have chosen is not available without the written consent of _____. You may contact the prior registrant at _____.

If consent cannot be obtained, please contact this office before filing another name to ensure that the alternate name is available.

6. The corporation must submit its Form 7 (Annual Statement of Proportion of Capital Stock) for the year(s) _____. The Form 7 should reflect corporate activities in Ohio during the previous year. The forms are enclosed.
7. We are unable to accept photostat copies. Original documents and signatures are required.
8. When a corporation is amending its articles of incorporation in its entirety, the certificate must contain a superceding clause stating that the adopted amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto.
9. The corporation was cancelled by the Ohio Department of Taxation on _____. Before filing the amendment/amended articles, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation (1030 Freeway Drive North, Columbus, Ohio 43229, (614) 433-7636). The D-3 must then be filed with the Secretary of State, together with a \$10.00 filing fee in addition to the amendment documents.
10. Your non-profit corporation was cancelled on _____ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reinstatement, submit a \$10.00 filing fee, and return all the enclosed amendment documents.
11. The corporation's articles were cancelled on _____ for failure to file the Professional Annual Shareholders Reports. Before the filing the Amendment/Amended Articles, you must complete the enclosed Application for Reinstatement and annual reports for the year(s) _____. A filing fee of \$10.00 must be submitted and returned together with your amendment/amended articles.
12. The new name of the corporation must include or end with either "Inc.," "Incorporation," "Corporation," "Corp.," "Co.," "Company."
13. Any subsequent appointment of agent must contain a signed acceptance by the appointed agent acknowledging his/her acceptance of the appointment.
14. Our office has no record of a corporation entitled _____. Please check your corporate records to correctly identify the corporation amending its articles.
15. The filing fee for the share increase is insufficient. The correct total filing fee is \$ _____ and is calculated as follows:

CHECK
10455
ENCLOSURE

Fee for	<u>400</u>	shares	\$	<u>40.00</u>
Credit for	<u>100</u>	existing shares	(\$	<u>10.00</u>)
Amendment filing fee			\$	<u>35.00</u>
TOTAL AMOUNT DUE			\$	<u>65.00</u>

65.00
35.00 Credit
30.00 Due

16. OTHER: _____

THIS LETTER MUST BE RETURNED WITH THE CORRECTED DOCUMENTS IN ORDER TO ENSURE PROPER CREDIT. If you have any questions regarding this matter, please call (614) 466-2222

(*Amended Certificate*)

11/29/94