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OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/06/95

05105-1342

CHARTER NUMBER: 869564
ROLL AND FRAME: 5105-1342

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
AUTOMATIC FIRE PROTECTION SYSTEMS, INC.	95032310901	AMA	35.00
		CHP	NO FEE

097731

RETURN TO: FULLER & HENRY
ATTN G L WHALEY
P O BOX 2088
TOLEDO OH 43603

TOTAL : 35.00

0366

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05105-1343

The State of Ohio

Bob Taft

Secretary of State

869564

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: AMA CHP

of:

AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

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

Recorded on Roll 5105 at Frame 1344 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 23RD **day of** MARCH ,

A.D. 19 95 .

Bob Taft

Bob Taft
Secretary of State

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0719-1342 869564

APPROVED
By CR
Date 3-23-95
Amount 35.00
9503231090 1

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

MURRAY M. O'BRIEN, President, and DEBORAH O'BRIEN, Secretary, of **AUTOMATIC FIRE PROTECTION SYSTEMS, INC.**, an Ohio corporation (hereinafter sometimes referred to as the "Corporation"), with its principal location in the Township of Perrysburg, Wood County, State of Ohio, do hereby certify that in a unanimous written action executed on February 27, 1995, by the sole shareholder of the Corporation, the following resolution to adopt Amended and Restated Articles of Incorporation was adopted:

RESOLVED, that the Articles of Incorporation of the Corporation as amended July 26, 1994, be and hereby are further amended and restated in their entirety to read as follows, thereby superseding and replacing the previous Articles and all amendments thereto:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

FIRST

The name of this corporation is Automatic Fire Protection Systems, Inc. (hereinafter called the "Corporation").

SECOND

The place in this state where the principal office of this Corporation is to be located is the Township of Perrysburg, Wood County, Ohio.

THIRD

The purposes for which this Corporation is formed are:

1. To engage 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.

2. To do any and all acts and things necessary, convenient, or expedient to the accomplishment of the foregoing, both within and without the State of Ohio, and in any capacity

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3. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Ohio, and all extensions thereof by amendments thereto hereafter made.

Nothing herein contained shall be deemed to authorize the Corporation to engage in the practice of any profession contrary to law. Each purpose specified in any clause or paragraph of this Article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation. The Corporation reserves the right substantially to change its purposes. If a change of purposes is authorized by the vote now or hereafter required by statute, dissenting shareholders shall not have appraisal or payment rights.

FOURTH

The maximum number of shares which this Corporation is authorized to have issued and outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

FIFTH

Shares of this Corporation may be issued and reissued from time to time for such amounts of consideration for each share as may be fixed by the Board of Directors, to the extent permitted by law. 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

Holders of shares of the Corporation shall not have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares or such class be now or hereafter authorized.

SEVENTH

In the event of irreconcilable differences among the directors of the Corporation, of such a nature that the continued operation of the Corporation has been substantially impeded or made impossible, the directors or shareholders of the Corporation, in

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such number and manner as now or hereafter required by statute, may petition the court of common pleas for the appointment of a provisional director. The provisional director shall have the same rights and duties as other directors and shall serve in accordance with Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

EIGHTH

In the absence of fraud, no agreement or transactions between this Corporation and any other corporation or association shall be affected by the fact that any director or officer of this Corporation is interested in or a director or officer of such other corporation or association; any director or officer of this Corporation may be a party to or interested in any agreement or transaction of this Corporation; and no persons, association or other corporation shall be affected by the fact that any director or officer of this Corporation is a party to or interested in such agreement or transaction or in any way connected with such person, persons, association or corporation; provided, however, that such agreement or transaction shall be authorized or ratified by the vote of a majority of the directors of this Corporation. No person who may become a director or officer of this Corporation shall be subjected to any liability which might otherwise exist as a result of thus agreeing or entering into a transaction with this Corporation for the benefit of himself or any person, association or corporation in which he may be interested.

NINTH

The Corporation shall indemnify a director or officer, or a former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns shares or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled under the Ohio Revised Code, the Code of Regulations, any agreement, vote of shareholders or otherwise.

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IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of the Corporation, have hereunto subscribed their names this 28 day of February, 1995.

AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

Murray M. O'Brien, President

Deborah O'Brien, Secretary

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FULLER & HENRY
ATTORNEYS AT LAW
ONE SEAGATE, 17TH FLOOR
P.O. BOX 2088
TOLEDO, OHIO 43603
(419) 247-2500
TELECOPIER (419) 247-2665
WRITER'S DIRECT DIAL NUMBER
(419) 247-2604

March 21, 1995

Bob Taft, Secretary of State
Business Services Division
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

Re: Automatic Fire Protection Systems, Inc.

Dear Sir:

Enclosed for filing on behalf of the above-referenced corporation is a Certificate of Amended and Restated Articles of Incorporation. Also enclosed is a check in the amount of $35.00 to cover the filing fee.

Please returned the recorded document to my attention. Questions, if any, may be directed to my attention at (419) 247-2604. **Call collect, if necessary.**

Very truly yours,

Gail L. Whaley
Certified Legal Assistant

Enclosures
6906
cc: Murray O'Brien w/out encls.
Martin D. Carrigan, Esq.
John E. Mauntler, Esq.