DOC ID ----> 5235_1671

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/18/95

CHARTER NUMBER: 914346
ROLL AND FRAME: 5235-1671

05235-1671

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
ENGRAVERS PLUS, INC.	95081724601	ARF	85.00
	95081724601	MIS	10.00

017108

RETURN TO: ALGIS SIRVAITIS & ASSOCIATES
ATTN S A FETTERMAN
880 E 185TH ST
CLEVELAND OH 44119-2797

TOTAL : 95.00

0410

DOC ID ----> 5235_1671

The State of Ohio

05235-1672

Bob Taft

Secretary of State

914346

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:

ENGRAVERS PLUS, INC.

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

Recorded on Roll 5235 at Frame 1673 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 17TH **day of** AUG ,

A.D. 19 95 .

Bob Taft

Bob Taft
Secretary of State

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ARTICLES OF INCORPORATION

OF

ENGRAVERS PLUS, INC.

The incorporators, desiring to form a corporation for profit under the General Corporation Law of Ohio, certify:

ARTICLE ONE

NAME

The name of the corporation shall be **ENGRAVERS PLUS, INC.**

ARTICLE TWO

PRINCIPAL OFFICE

The place in the State of Ohio where the corporation's principal office is to be located is Willowick, Lake County, OH 44094

ARTICLE THREE

PURPOSE

The purpose for which it is formed is:

A. To carry on a general business of designing and manufacturing engraving products and generally doing any and all things necessary and incident thereto.

B. To engage in any or all other lawful acts or activities for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

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ARTICLE FOUR

NUMBER OF SHARES

The maximum number of shares that the corporation is authorized to have outstanding is 750 shares, all of which shall be common shares without par value.

ARTICLE FIVE

REDEMPTION

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder of these shares, the holder shall first offer the shares to the corporation and then to the other holders of common shares.

ARTICLE SIX

CONFLICT OF INTEREST

A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to all of the directors, or to such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for in respect of any such transaction,

contract or act of the corporation, or for any gains or profits realized by him or her by reason of the fact that he or she or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, officer or director, is interested in such transaction, contract or act and any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote to authorize, ratify, or approve any such contract, transaction or act, with like force and effect as if he or she or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, officer or director, were not interested in such transaction, contract or act.

ARTICLE SEVEN

INITIAL STATED CAPITAL

The amount of initial stated capital will be Seven Hundred Fifty Dollars ($750.00).

IN WITNESS WHEREOF, we have hereunto subscribed our names this 15th day of August, 1995.

ALGIS SIRVAITIS, INCORPORATOR

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

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of ENGRAVERS PLUS, INC., (name of corporation), hereby appoint JOSEPHINE I. KLEINSCHMIDT (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:

223 EAST 330 STREET
(street address)

WILLOWICK, OHIO (city) Ohio 44095 (zip code).

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

ALGIS SIRVAITIS (Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, JOSEPHINE I. KLEINSCHMIDT, named herein as the statutory agent for ENGRAVERS PLUS, INC. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

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.*

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Algis Sirvaitis & Associates
ATTORNEYS AT LAW

Algis Sirvaitis
Egidijus Marcinkevicius
Brenda T. Bochna

August 15, 1995

Bob Taft, Secretary of State
Corporations/New Filing
30 East Broad Street, 14th Floor
Columbus, OH 43266-0418

Re: **Engravers Plus, Inc.**

Dear Sir:

Please file the enclosed Articles of Incorporation for the above-captioned corporation together with the Original Appointment of Statutory Agent. Our client's check in the amount of $95.00 is enclosed for filing fees (the additional $10.00 is for expediting same).

Thank you for your attention in this regard.

Very truly yours,

Sheila A. Fetterman
Legal Assistant

enc.

880 East 185th Street • Cleveland, Ohio 44119-2797
(216) 692-1222 • Telecopier (216) 531-8687