

05253-0011

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
09/05/95

CHARTER NUMBER: 216007
ROLL AND FRAME: 5253-0011

CORPORATION:

COHEN BROTHERS, INC.

DOCUMENT NUMBER	CODE	FEE
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95090111501	AMD	135.00
95090111501	MIS	10.00
	INC	NO FEE

023211

RETURN TO: KATZ, TELLER, BRANT & HILD
ATTN L J HAYDEN
255 E FIFTH ST #2400
CINCINNATI OH 45202-4724

TOTAL : 145.00

0430

05253-0012



The State of Ohio

Bob Taft

Secretary of State

216007

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 MIS INC

of:

COHEN BROTHERS, INC.

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

Recorded on Roll 5253 at Frame 0013 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 1ST day of SEP ,

A.D. 19 95 .



Bob Taft
Bob Taft
Secretary of State

05253-0013

APPROVED

By CRDate 9-1-95Amount 135.00

95090111501

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION
COHEN BROTHERS, INC.

The undersigned, being the President and Secretary of Cohen Brothers, Inc., an Ohio corporation, charter number 216007, hereby certify that the shareholders of the corporation adopted the following resolutions amending the corporation's Articles of Incorporation in a writing approved and signed as specified in Ohio Revised Code §1701.54:

RESOLVED, that Article Fourth of the Articles of Incorporation of Cohen Brothers, Inc. be amended to read as follows:

FOURTH: The authorized number of shares of the corporation is 3,000 shares, without par value, of which 1,000 are classified voting common shares and 2,000 are classified nonvoting common shares. The express terms of such classes of shares are identical, except as follows: each outstanding voting common share shall entitle the holder thereof to one vote on each matter properly submitted to the shareholders for their vote, consent, waiver, release, or other action, subject to the provisions with respect to cumulative voting in the Ohio General Corporation Law. Outstanding nonvoting common shares shall not entitle the holders thereof to notice of meetings of shareholders or to any voting rights whatsoever on any matter submitted to the shareholders for their vote, consent, waiver, release, or other action, except as otherwise required by law or these Articles of Incorporation.

RESOLVED, that the President and Secretary of the corporation are authorized and directed to execute and file in the office of the Secretary of State of Ohio a certificate containing a copy of these resolutions.

Dated: August 25, 1995

RECEIVED
SEP 01 1995
SECRETARY OF STATE

Kenneth I. Cohen
Kenneth I. Cohen, President

Robert M. Dumes
Robert M. Dumes, Secretary

05253-00114

KATZ, TELLER, BRANT & HILD

A LEGAL PROFESSIONAL ASSOCIATION

2400 CHEMED CENTER
 255 EAST FIFTH STREET
 CINCINNATI, OHIO 45202-4724
 (513) 721-4532
 TELECOPIER No. (513) 721-7120

REUVEN J. KATZ
 JEROME S. TELLER
 JOSEPH A. BRANT
 GUY M. HILD
 ROBERT A. PITGADEN, JR.
 ROBERT E. BRANT
 RONALD J. GORET
 STEPHEN C. KIELING*
 JAMES F. MCCARTHY, III
 ANDREW R. BERGER**
 MARK J. JAEHNKE
 WILLIAM F. RUSSO
 JOHN R. GIEHL
 BRUCE A. HUNTER**
 GREGORY E. LAND
 BRADLEY G. HAAS
 DANIEL P. UTT
 BRENT G. HOUK
 CYNTHIA L. GIBSON
 SUEANNE PRIEUR LAND
 TEDD H. FREEDMAN
 WJUDAN JEREMAT

August 30, 1995

*ALSO ADMITTED IN FLORIDA
 **ALSO ADMITTED IN KENTUCKY

VIA CERTIFIED MAIL

Secretary of State of Ohio
 Corporations Division
 30 East Broad Street, 14th floor
 Columbus, Ohio 43266-0418

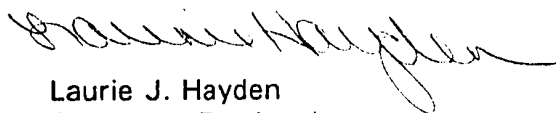
Re: Cohen Brothers, Inc.

Dear Sir or Madam:

I am enclosing for expedited filing a Certificate of Amendment to the Articles of Incorporation on behalf of the above-referenced corporation which wishes to increase its authorized shares and our firm's check in the amount of \$145.00 to cover the filing fee.

Please forward evidence of this filing to my attention in the self-addressed, stamped envelope provided. If you have any questions, please call me collect at (513) 721-4532. Thank you for your assistance.

Sincerely,



Laurie J. Hayden
 Corporate Paralegal

Enclosure

cc: Joseph A. Brant, Esq.

RECEIVED
 SEP 8 1 1995
 SECRETARY OF STATE