

05259-0117

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
09/12/95

CHARTER NUMBER: 695584
ROLL AND FRAME: 5259-0117

CORPORATION:

FRANCOIS, INC.

DOCUMENT NUMBER

CODE

FEE

95080772701

AMD

210.00

INC

NO FEE

025401

RETURN TO: CHILDS, MILLER & ASSOCIATES CO.
ATTN J J MILLER
24600 DETROIT RD STE 240
WESTLAKE OH 44145-2538

TOTAL : 210.00

0174

05259-0118



The State of Ohio

Bob Taft

Secretary of State

695584

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:

FRANCOIS, INC.

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

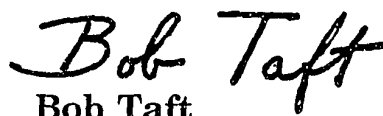
Recorded on Roll 5259 at Frame 0119 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 28TH day of AUG .

A.D. 19 95 .




Bob Taft
Secretary of State

05259-0119

Prescribed by:
Bob Taft
Secretary of State

Charter # 695584
Approved: CE
Date: 8-28-95
Fee: \$ 210.00
95080770701

CERTIFICATE OF
AMENDMENT TO ARTICLES OF INCORPORATION OF
FRANCOIS, INC.

Matthew N. Mars, who is President and Frank C. Mars, who is Secretary of the above named Ohio corporation for profit with its principal location in the City of Vermilion, Erie County, Ohio, do hereby certify that:

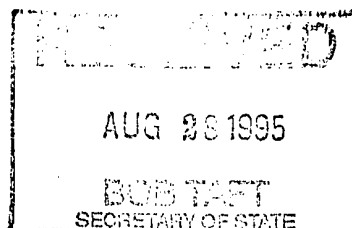
action taken by the shareholders without a meeting, in accordance with Section 1701.54 of the Revised Code of Ohio on the 21st day of June, 1995,

the following Amendment to the Articles of Incorporation was adopted:

"FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is four thousand (4,000), all of which shall be common stock without par value."

by: [Signature]

Matthew N. Mars, President



by: [Signature]
Frank C. Mars, Secretary

05259-0126

CHILDS, MILLER & ASSOCIATES CO., L.P.A.

Attorneys at Law
24600 Detroit Road, Suite 240
Westlake, Ohio 44145-2538

Telephone (216)871-5151

Fax (216) 871-9238

August 25, 1995

Secretary of State
State of Ohio
State Office Tower
14th Floor
30 E. Broad Street
Columbus, Ohio 43215

RE: FRANCOIS, INC. - AMENDMENT TO ARTICLES,
INCREASE NUMBER OF AUTHORIZED SHARES

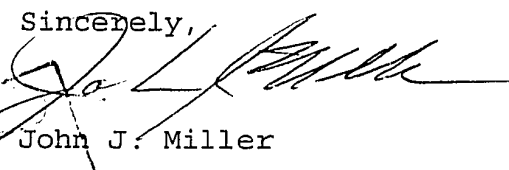
Dear Sir:

Enclosed you will find the revised Certificate of the Shareholder's approval of the amendment to the Company's Articles of Incorporation increasing the number of authorized shares of common stock for Francois, Inc. Also enclosed is the Secretary of State form acknowledging the receipt of the company's check in the amount of \$210.00 representing the \$35.00 filing fee and \$175.00 for the registration of the shares of stock.

For your information, I am also enclosing a photo copy of the Directors action electing new officers effective as of June 21, 1995

Please file the enclosed document on behalf of Francois, Inc. Please date stamp the extra copy of the amendment document and return it to me in the self-addressed stamped envelope previously furnished to your office.

Sincerely,


John J. Miller

JJM/jis

enclosures

