

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
11/30/95

CORPORATION:

SANDRA HEATH & ASSOCIATES, INC.

CHARTER NUMBER: 923794
ROLL AND FRAME: 5339-0625

05339-0625

DOCUMENT NUMBER	CODE	FEE
95112927201	ARF	95.00
95112927201	MIS	10.00

054166

RETURN TO: BENJAMIN F. FARAH
1154 LINDA ST STE 175
ROCKY RIVER OH 44116

TOTAL : 95.00

0701

05339-0626



The State of Ohio

Bob Taft

Secretary of State

923794

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:

SANDRA HEATH & ASSOCIATES, INC.

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

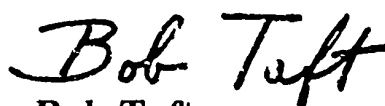
Recorded on Roll 5339 at Frame 0627 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 29TH day of NOV ,

A.D. 19 95 .




Bob Taft
Secretary of State

05339-0627

ARTICLES OF INCORPORATION
OF
SANDRA HEATH & ASSOCIATES, INC.

APPROVED

By.....*LO*
Date.....*11-29-95*
Amount.....*\$125*
95112921201

The undersigned, desiring to form a corporation, for profit, does hereby certify:

ARTICLE I

The name of the corporation is:

SANDRA HEATH & ASSOCIATES, INC.

ARTICLE II

The principal office of the corporation shall be located in Cleveland, Cuyahoga County, Ohio.

ARTICLE III

The purposes for which, or for any of which, it is formed, are:

To enter into, promote, or conduct any type of business, contract, or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive, of the Revised Code of Ohio, in connection therewith, and to exercise all express and incidental powers normally permitted such corporations.

ARTICLE IV

The authorized number of shares of capital stock of the corporation shall consist of Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

ARTICLE V

No stated capital shall be required of this Corporation.

ARTICLE VI

Each share of the Corporation shall entitle the holder thereof to a pre-emptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Corporation or any equity and/or voting shares of stock of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the same class of the Corporation or for the purchase of shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for purchase or otherwise acquire shares of stock of the same class or equity and/or voting shares of stock of any class of the Corporation, whether now or hereafter authorized or created, whether the proposed issue, reissue, transfer, or grant is for cash, property or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights,

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options, bonds, securities, or obligations of the Corporation may be issued, reissued, transferred or granted by the Board of Directors, as the case may be, to such persons, firm, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors. The issuance of any additional shares of the Corporation of any class, and the ownership, sale, transfer, assignment, pledge or hypothecation of the outstanding shares of the Corporation or any part thereof may be further restricted or prohibited at any time after the initial subscription for shares is completed by the Incorporators by a Close Corporation Agreement governed by Section 1701.591 of the Ohio Revised Code, or any successor statute, and which is assented to by every person who is a shareholder of the Corporation at the time of the Agreement's adoption, whether or not such shareholder is entitled to vote.

ARTICLE VII

If at any time the holders of a majority or more of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate for shares subject to the terms and conditions of any such agreement.

ARTICLE VIII

The Corporation may purchase from time to time and to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities plus any stated capital, shares of any class of stock issued by it, except where an agreement by the holders of a majority or more shares of the Corporation shall provide otherwise as set forth in Article VII above. Such purchases may be made either in the open market or at a private or public sale, and in such manner and amounts, from such holder or holders of outstanding stock of the Corporation, and at such prices as the directors of the Corporation shall, from time to time, determine. The directors are hereby empowered to authorize such purchases, from time to time, without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE IX

Any director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, lessor, lessee or otherwise.

No transaction, contract, or other act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm or corporation in which such officer or director is a member or is a shareholder, director, or officer, is in any way interested in such transaction, contract or other act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members there as shall be present at any meeting of the Board of Directors at which such action upon any transaction, contract, or other act shall be taken. No such director or officer shall be accountable or responsible to the corporation for or in respect of any such transaction, contract, or other act of the corporation or for any gains or profits

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realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer is interested in such transaction, contract, or other act. Any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized, ratify, or approve any such transaction, contract, or other act with like force and effect as he or any firm of which he is a member or any corporation of which he is a shareholder, director, or officer were not interested in such transaction, contract, or other act. The transaction, contract or action may also be authorized, ratified or approved by the written consent or by the vote at any stockholders meeting by the holders of record of the majority of the shares of stock present in person or by proxy thereat, at which meeting the vote of such interested director or officer may be counted in arriving at a majority, or in any other manner provided by law.

ARTICLE X

The Corporation shall be authorized and empowered to effect a consolidation or merger, or sale of all or substantially all of its assets, or a dissolution by the affirmative vote of the holders of record of a majority of all the outstanding shares of stock of the Corporation entitled to vote on any such proposed action. Whenever under the laws of the State of Ohio, action is authorized or required to be taken by the shareholders of the Corporation, such action shall be effected by the vote, consent or authorization of the holders of shares entitling them to exercise a majority of the voting power of the Corporation unless a greater proportion of votes is expressly required for any particular action by the laws of the State of Ohio.

ARTICLE XI

Any and every statute of the State of Ohio hereafter enacted whereby the rights, powers, or privileges of Corporations or of the shareholders of Corporations organized under the laws of the State of Ohio are increased or diminished or in any way affected, or whereby effect is given to the action taken by any number less than all of the shareholders of any such Corporation, shall apply to the Corporation and shall be binding not only upon the Corporation, but upon every shareholder of the Corporation, to the same extent as if such statutes had been in force at the date of filing these original Articles of Incorporation in the Office of the Secretary of State of the State of Ohio.

ARTICLE XII

The directors of the Corporation may adopt regulations for the Corporation.

ARTICLE XIII

The Corporation shall indemnify a director or officer or a former director or officer of the Corporation or any person who may have served at its request as director or officer of another Corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings to which he is made a party by reason of being or having been such director or officer, and against all judgments which may be rendered against him, except in relation to matters as to which he 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 rights to which he may become entitled under the Articles, the Regulations, any agreement, vote of shareholders, or otherwise.

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ARTICLE XIV

In the event that, at any time hereafter, the shareholders of the Corporation adopt a Close Corporation Agreement governed by Section 1701.591 of the Ohio Revised Code, or any successor statute, which is assented to by every person who is a shareholder of the Corporation at the time of the Agreement's adoption, whether or not such shareholder is otherwise entitled to vote, then the Corporation shall be dissolved upon the demand of any shareholder at any time when any other shareholder holds a majority of the voting power of any class of stock of the Corporation that is entitled to exercise any voting rights. The shareholders, at a meeting held for such purpose, may adopt a resolution of dissolution by the affirmative vote of the holders of shares entitling them to exercise one-half (1/2) of the voting power of the Corporation on such proposal, provided only that notice of the meeting of the shareholders shall be given to all the shareholders whether or not entitled to vote thereat.

ARTICLE XV

The internal affairs of the Corporation and the relations of the shareholders among themselves may be regulated in all respects by a Close Corporation Agreement governed by Section 1701.591 of the Ohio Revised Code, or any successor statute which may at any time hereafter be agreed and assented to by every person who is a shareholder of the Corporation at the time of the agreement's adoption, whether or not such shareholder is otherwise entitled to vote.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 28th day of December, 1995.

Sandra Heath
Sandra Heath, Incorporator

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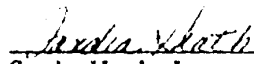
ORIGINAL APPOINTMENT OF AGENT
FOR
SANDRA HEATH & ASSOCIATES, INC.

The undersigned, being all of the incorporators of the above named corporation hereby appoints Sandra Heath who is a resident in the county in which this corporation designating such agent has its principal office, upon whom any process, notice, or demand required or permitted by statute to be served upon this corporation may be served.

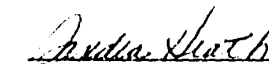
The full address of the Agent is:

3800 West 129th Street
Cleveland, Cuyahoga County, Ohio 44111

Sandra Heath & Associates, Inc.


Sandra Heath, Incorporator

The undersigned hereby accepts the foregoing appointment as Agent of the corporation upon whom process, tax notices or demands may be served.


Sandra Heath

05339-0632

LAW OFFICES OF
BENJAMIN F. FARAH
Attorneys & Counselors at Law
1154 LINDA STREET
SUITE 175
ROCKY RIVER, OHIO 44110

BENJAMIN F. FARAH

TEL. (216) 331-0801
FAX (216) 331-0781

ERIC O. PETERS
OF COUNSEL

November 28, 1995

Bob Taft, Secretary of State
Attn.: Filing
30 East Broad Street
Fourteenth Floor
Columbus, Ohio 43266-0418

Re: Sandra Heath & Associates, Inc.

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation and Original Appointment of Agent for the above corporation. Please file them, in accordance with your usual custom, using your expedited service, and return the articles and receipt to me. I am also enclosing an overnight air return envelope for your convenience. Please call 1-800-842-5877 to arrange for a pick up.

Also enclosed herewith is a check in the amount of \$95.00 for the filing fee.

Thank you for your courtesy and cooperation in this matter. If you have any questions, do not hesitate to contact me.

Very truly yours,

B. F. Farah
Benjamin F. Farah

Enclosures

CONFIDENTIAL