DOC ID ----> 5348_1686

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/08/95

05348-1686

CHARTER NUMBER: 924580
ROLL AND FRAME: 5348-1686

CORPORATION:

GRW, LTD.

DOCUMENT NUMBER	CODE	FEE
95120730501	LCA	85.00
95120730501	MIS	10.00

057069

RETURN TO: SANTEN & HUGHES
ATTN J F WERSCHING
312 WALNUT ST STE 3100
CINCINNATI OH 45202-4059

TOTAL : 95.00

0435

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05348-1687

The State of Ohio

Bob Taft

Secretary of State

924580

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: LCA MIS

of:

GRW, LTD.

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

Recorded on Roll 5348 at Frame 1688 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 7TH day of DEC .

A.D. 19 95 .

Bob Taft

Bob Taft
Secretary of State

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05348-1685

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form LCA (July 1994)

Approved 1/
Date 12-29-95
Fee $85.00

05 12D 73501

ARTICLES OF ORGANIZATION

(Under Section 1705.04 of the Ohio Revised Code)
Limited Liability Company

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: The name of said limited liability company shall be GRW, Ltd.

(The name must include the words limited liability company, ltd., or ltd.)

SECOND: This limited liability company shall exist for a period of thirty (30) years 12-1-2025

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

312 Walnut Street, Suite 3100
(street or post office box)

Cincinnati Ohio 45202
(city, village or township) (state) (zip code)

[ ] Please check this box if additional provisions are attached hereto.

Provisions attached hereto are incorporated herein and made a part of these Articles of Organization.

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FOURTH: Purpose (optional)

IN WITNESS WHEREOF, we have hereunto subscribed our names, this _____ day of November, 1995.

Signed: _____ Signed: _____
LOUIS M. GROEN CLIFFORD J. ROBSON

Signed: _____ Signed: _____
JAMES P. WERSCHING

Signed: _____ Signed: _____

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

INSTRUCTIONS

1. The fee for filing Articles of Organization for a limited liability company is $85.00.

2. Articles will be returned unless accompanied by a written appointment of agent signed by all or a majority of the members of the limited liability company which must include a written acceptance of the appointment by the named agent.

3. A limited liability company must be formed by a minimum of two persons.

4. Any other provisions that are from the operating agreement or that are not inconsistent with applicable Ohio law and that the members elect to set out in the articles for the regulation of the affairs of the limited liability company may be attached.

[Ohio Revised Code Section 1705.04]

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05348-1690

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form LCO (July 1994)

ORIGINAL APPOINTMENT OF AGENT

(For Limited Liability Company)

The undersigned, being at least a majority of the members of GRW, Ltd., hereby
(name of limited liability company)

appoint James P. Wersching to be the agent
(name of agent)

upon process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

312 Walnut Street, Suite 3100
(street address)

Cincinnati, Ohio 45202
(city, village or township) (state) (zip code)

LOUIS H. GROEN (member)

CLIFFORD J. ROBSON (member)

JAMES P. WERSCHING (member)

(member)

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures.)

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for James P. Wersching, hereby acknowledges and accepts the appointment of agent for said limited liability company.

JAMES P. WERSCHING

INSTRUCTIONS

1. Articles of Organization must be accompanied by an Original Appointment of Agent. R. C. 1705.06(B)

2. The agent for a limited liability company must be an individual who is a resident of Ohio, an Ohio corporation, or a foreign corporation holding an Ohio license as a foreign corporation. R.C. 1705.06(A)

3. An Original Appointment of Agent form must be signed by a least a majority of the members of the limited liability company. R.C. 1705.06(B)

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05348-1691

SANTEN & HUGHES
A Legal Professional Association

312 Walnut Street, Suite 3100
Cincinnati, Ohio 45202-4059

James P. Wersching, Esq.
Direct Dial 513/852-5990

Telephone 513/721-4450
Telecopier 513/721-7644

December 4, 1995

Secretary of State of Ohio
Corporations Department
30 East Broad Street, 14th Floor
Columbus, OH 43266-0418

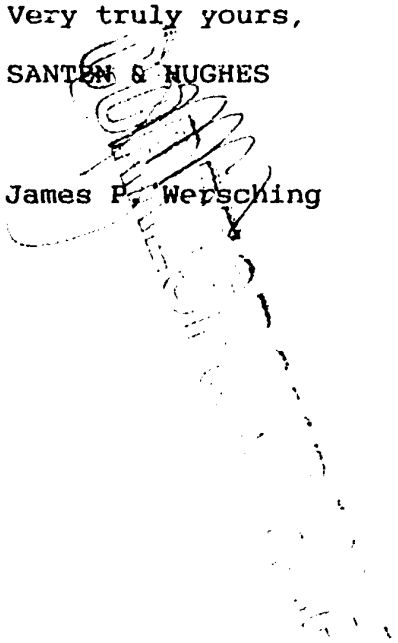
Dear Sir:

Enclosed please find Articles of Organization and Appointment of Agent submitted for GRW, Ltd. for filing with your office. A check in the amount of $95.00 has been enclosed to cover the $85.00 filing fee for the Articles of Organization and the $10.00 fee to **EXPEDITE THE FILING OF THE ENCLOSED.**

I would appreciate prompt notification of the filing of the enclosed. In the meantime, if you have any questions, please do not hesitate to call.

Very truly yours,

SANTEN & HUGHES



James P. Wersching

JPW/bjs
Enclosures