

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/30/96

CHARTER NUMBER: 612355
ROLL AND FRAME: 5403-0349

~~05403-0349~~

CORPORATION:

COTTERMAN & COMPANY, INC. FORMERLY COTTERMAN
& CO.

DOCUMENT NUMBER

96010421901

CODE

AMD
CHN

FEE

35.00
NO FEE

076556

RETURN TO: FAULKNER, GARMHAUSEN, KEISTER & SHENK
ATTN J M GARMHAUSEN
100 S MAIN AVE STE 300
SIDNEY OH 45365

TOTAL : 35.00

0175

05403-0350



The State of Ohio

Bob Taft

Secretary of State

612355

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 CHN

of:

COTTERMAN & COMPANY, INC. FORMERLY COTTERMAN & CO.

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

Recorded on Roll 5403 at Frame 0351 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 4TH day of JAN ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05403-0351

612355
APPROVEDBy RBDate 1/4/96Amount 350

96010421901

CERTIFICATE OF AMENDMENT
BY SHAREHOLDERS
TO ARTICLES OF INCORPORATION
OF COTTERMAN & CO.

Max R. Cotterman, President, and Andrew W. Cotterman,
Secretary, of COTTERMAN & CO. ("Corporation"), an Ohio corporation, do
hereby certify that the following resolutions amending the Articles of
Incorporation of the Corporation were duly adopted pursuant to Section
1701.71(A) of the Ohio Revised Code, by the unanimous written consent of
each shareholder entitled to notice of a meeting for such purposes dated
December 12, 1995:

BE IT RESOLVED, that the Articles of Incorporation
of the Corporation are hereby amended as follows:

FIRST: The name of the Corporation shall be
Cotterman & Company, Inc.

BE IT FURTHER RESOLVED, that the President and
Secretary of the Corporation be, and are hereby,
authorized and directed to certify adoption of the
foregoing resolution, to file such certificate with
the Secretary of the State of Ohio, and to take all
other action necessary to effect the foregoing
amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the above-named officers, acting for and
on the behalf of the Corporation, hereunto subscribe their names this
12 day of December, 1995.

RECEIVED

JAN 14 1996

SECRETARY OF STATE

Max R. Cotterman, Pres.
Max R. Cotterman, President

Andrew W. Cotterman, Sec.
Andrew W. Cotterman, Secretary

05403-0352

FAULKNER, GARMHAUSEN, KEISTER & SHENK
A LEGAL PROFESSIONAL ASSOCIATION

COURTVIEW CENTER - SUITE 300

100 SOUTH MAIN AVENUE

SIDNEY, OHIO 45365

(513) 492-1271

TELECOPIER: (513) 492-1306

MINSTER, OHIO
(419) 628-3677

HARRY N. FAULKNER
JOHN M. GARMHAUSEN
RALPH F. KEISTER
JAMES R. SHENK*
MICHAEL A. STAUDY
JAMES L. THIEMAN
THOMAS J. POTTS
WILLIAM E. LANG
DANIEL A. BENSMAN
DANIEL J. GENTRY

*ALSO ADMITTED IN FLORIDA

January 3, 1996

EXPEDITED SERVICE

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

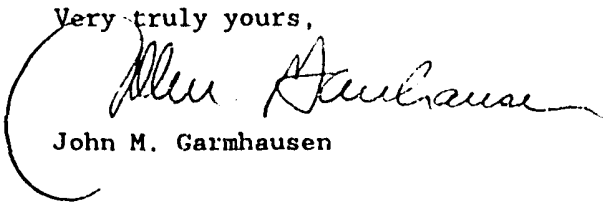
Re: Cotterman & Co.
Charter No. 612355

Gentlemen:

Enclosed please find a Certificate of Amendment by Shareholders to the Articles of Incorporation of Cotterman & Co. evidencing a name change of the company. Also enclosed is our check in the amount of \$35.00 to cover the filing fee. If the enclosed is in order, please file in your appropriate records and return the Certificate of Amendment, together with your receipt and certification to the undersigned at the above address.

Thank you for your assistance.

Very truly yours,


John M. Garmhausen

nas

LOSEC.G31

Enclosure

RECEIVED

JAN 04 1996

SECRETARY OF STATE