DOC ID ----> 5484_0766

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/17/96

05484-0766

CHARTER NUMBER: 938553
ROLL AND FRAME: 5484-0766

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
V.T. LARNEY, LTD.	96032111501	LCA	85.00
	96032111501	MIS	10.00

105105

RETURN TO: BUDISH & SOLOMON
ATTN R J RUDOLPH
30100 CHAGRIN BLVD #301
CLEVELAND OH 44124-5704

TOTAL : 95.00

0463

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05484-0767

The State of Ohio

Bob Taft

Secretary of State

938553

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:

V.T. LARNEY, LTD.

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

Recorded on Roll 5484 at Frame 0768 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 9TH **day of** APRIL , **A.D.** 19 96 .

Bob Taft

Bob Taft
Secretary of State

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05484-0768

Approved SBB
Date 4-9-96
Fee $85.00

960328111501

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 V.T. Larney, Ltd.

SECOND: This limited liability company shall exist through and until March 16, , 2046.

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

Michael L. Solomon
30190 Chagrin Blvd., Suite #301
Pepper Pike, Ohio 44124

FOURTH: This limited liability company is formed to engage in any lawful act or activity for which limited liability companies may be formed under sections 1705.01 to 1705.58, inclusive, of the Ohio Revised Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 6th day of March, 1996.

Signed: _____
Vince T. Larney

Signed: _____
Fifi L. Larney

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05484-0769

ORIGINAL APPOINTMENT OF AGENT
(for limited liability company)

The undersigned, being at least a majority of the members of V.T. Larney, Ltd hereby appoint Vince T. Larney to be the agent upon whom any 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:

12 Stanton Drive
Youngstown, Ohio 44505

Vince T. Larney, Member

Fifi L. Larney, Member

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for V.T. Larney, Ltd. hereby acknowledges and accepts the appointment of agent for said limited liability company.

Vince T. Larney

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05484-0770

Budish & Solomon
Attorneys at Law

30100 Chagrin Boulevard • Suite 301
Cleveland, Ohio 44124-5704
(216) 765-0123
Facsimile: (216) 395-2787

Richard J. Rudolph

March 18, 1996

VIA FEDERAL EXPRESS
EXPEDITED SERVICE REQUESTED

Ohio Secretary of State
State Office Tower
30 East Broad Street
Columbus, OH 43266

RE: ***V.T. Larney, Ltd. (a limited liability company)***
V.T. Larney II, Ltd. (a limited liability company)

Dear Sir/Madam:

Enclosed for filing please find the following in reference to each of the above-captioned limited liability companies:

1. Articles of Organization;
2. Original Appointment of Statutory Agent; and
3. A check in the amount of $95.00.

The above-captioned limited liability companies have identical members and therefore consent to the use of similar names. We have been informed by the Secretary of State's legal department that because the members are identical, they do not have to file a consent for the use of similar name.

Expedited service is requested. Please return these Articles of Organization, together with your Certificate acknowledging the filing of same, to me at your very earliest convenience.

If you have any questions, please do not hesitate to call me (collect) at the above telephone number.

Sincerely,

Richard J. Rudolph

CORRESPONDENCE

Enclosures
cc: Mr. Vince T. Larney
Michael L. Solomon, Esq.

D:\MLS\DRAFTS\LARNEY\SECSTAT.396