DOC ID ----> 5489_0418

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/23/96

CHARTER NUMBER: 364979
ROLL AND FRAME: 5489-0418

05489-0418

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
BOSTWICK, INC.	96032022801	AMA	85.00
		INC	NO FEE

106773

RETURN TO: JONES, DAY, REAVIS & POGUE
ATTN D KIBBEY
41 S HIGH ST
COLUMBUS OH 43215

TOTAL : 85.00

0245

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05489-0419

The State of Ohio

Bob Taft

Secretary of State

364979

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: AMA INC

of:

BOSTWICK, INC.

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

Recorded on Roll 5489 at Frame 0420 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 APRIL, A.D. 19 96.

Bob Taft

Bob Taft
Secretary of State

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3647774
APPROVED
By RB
Date 4/4/96
Amount $85.00
960320228O1

05489-0420

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

The undersigned President and Secretary of Bostwick, Inc., an Ohio corporation (the "Corporation"), certify that:

1. The following are true and complete copies of the resolutions adopting amended articles of incorporation of Bostwick, Inc., unanimously adopted by the shareholders of the Corporation in a writing dated September 30, 1995, duly approved and signed by the shareholders in accordance with the provisions of Ohio Revised Code § 1701.54:

> RESOLVED that the amended articles of incorporation of Bostwick, Inc., a copy of which is attached and is incorporated in this minute by reference are adopted as the amended articles of incorporation of the Corporation to supersede the existing articles of incorporation that were previously in effect.
>
> RESOLVED FURTHER that the Nancy W. Lane and John F. Wolfe of the Corporation are authorized and directed in the name and on behalf of the Corporation to acknowledge and file with the Ohio Secretary of State such certificates, affidavits, applications, and other instruments as may be required to comply with Chapter 1701 of the Ohio Revised Code with respect to the adoption of amended articles of incorporation and to incur and pay all necessary and appropriate expenses in connection therewith.

2. Attached to this certificate and incorporated by this reference is a true and complete copy of the amended articles of incorporation of Bostwick, Inc., unanimously adopted by the shareholders of the Corporation pursuant to the above resolutions.

IN WITNESS WHEREOF, the President and Secretary acting for and on behalf of the Corporation, have signed their names to this certificate on September 30, 1995.

Nancy W. Lane
Nancy W. Lane, President

John F. Wolfe, Secretary

RECEIVED
MAR 20 1996
BOB TAFT
SECRETARY OF STATE

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AMENDED ARTICLES OF INCORPORATION

OF

BOSTWICK, INC.

1. The name of the Corporation shall be Bostwick, Inc.

2. The principal office of the Corporation in the State of Ohio is to be located in the City of Columbus, County of Franklin.

3. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under §§ 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

4. The number of shares which the Corporation is authorized to have outstanding is 1,000, all of which shall be voting common stock without par value.

5. The Corporation will file an election with the Internal Revenue Service to be treated as an S corporation for Federal income tax purposes, effective January 1, 1996. During any period in which such an S corporation election is effective for Federal income tax purposes, the following provisions shall be a part of the express terms of the shares of the Corporation: (a) no person may be a holder of any shares of any class of the Corporation other than the person who is qualified to be a shareholder in a "small business corporation" within the meaning of the Internal Revenue Code of 1986, as amended, (the "Code") or any successor provision of any future internal revenue law; (b) no holders of any class of shares of the Corporation shall take any action which would cause the Corporation's status as an S corporation for Federal income tax purposes to terminate except upon the affirmative vote or consent of more than 50% of the holders of shares of all classes of shares of the Corporation then authorized, issued and outstanding; (c) shares of the Corporation's common stock may be transferred only to persons qualified to be S corporation shareholders as provided in the Code, and any purported transfer to a person not qualified to be an S corporation shareholder shall be void; (d) the receipt and ownership of a share certificate evidencing common stock of the Corporation shall constitute consent and acceptance of the holder thereof of the Corporation's S corporation election then in effect; and (e) each shareholder's right to remain a shareholder in the Corporation is conditioned upon the shareholder's execution of any and all applicable documents required to effect and to maintain an S corporation election.

6. In order to ensure that shareholders have cash distributions from the Corporation in a minimum amount needed to pay the combined Federal, state, and local income taxes which

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arise due to the ownership of shares in the Corporation, during each year in which an S corporation election is in effect for the Corporation for Federal income tax purposes, the Corporation shall declare and pay in cash a minimum annual dividend to the shareholders as hereinafter set forth. The minimum annual dividend per share shall be an amount equal to the sum of the amount of Federal, state, and local income tax liability for each share's pro rata portion of the Corporation's taxable income for Federal income tax purposes (including items separately stated and passed through to its shareholders) for the immediately preceding year, including tax credits. Such tax shall be calculated assuming that each shareholder will be taxable at the highest marginal Federal, state, and local tax rate applicable to individuals who are residents of the state and local taxing jurisdictions having the highest combined marginal rates of all combinations of states and local taxing jurisdictions where shareholders of the Corporation using the most recent place of residence for the shareholders which is on file with the Corporation as of December 31 of the year immediately preceding the year in which the dividend is declared and paid. It is each shareholder's responsibility to keep current place of residence information on file with the Corporation. Such dividends shall be declared and paid not later than March 31, annually.

7. No holders of any class of shares of the Corporation shall have any preemptive right to purchase or have offered to them for purchase any shares or other securities of the Corporation.

8. The Corporation may from time to time, pursuant to authorization by the Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Directors shall determine; subject, however, to such limitation or restriction, if any, as is contained in the express terms of any class of shares of the Corporation outstanding at the time of the purchase or acquisition in question.

9. Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute or by these Articles, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

10. 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

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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 statute had been in force at the date of filing these Articles of Incorporation of the Corporation in the office of the Secretary of State of Ohio.

11. These Amended Articles of Incorporation supersede the Articles of Incorporation previously in effect and are intended to constitute provisions of a close corporation agreement governed by § 1701.591 of the Ohio Revised Code, as the same may be amended from time to time, or any comparable provision of any future Ohio corporate code provision dealing with the same subject matter.

Executed this 30th day of September, 1995.

Nancy W. Lane

Nancy W. Lane, President

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Ohio Secretary of State Return Slip
Amendment/Amended articles 05489-0424
March 29, 1996

Donna Kibbey
Jones Day Reavis & Pogue
41 S. High Street
Columbus, Ohio 43215

RECEIVED
APR 04 1996
BOB TAFT
SECRETARY OF STATE

NOTE: THIS RETURN SLIP CREDITED IN THE AMOUNT OF $ 35- MUST ACCOMPANY THE CORRECTED DOCUMENTS. COMPLETED DOCUMENTS MUST BE RETURNED WITHIN 30 DAYS OR A REFUND WILL BE ISSUED.

Re: Bostwick, Inc.

Document No. 960330228 01

Additional Fee Required: $ 30-

Dear Sir or Madam:

The enclosed documents are being returned unfiled for the following reason(s):

_____ 1. The corporation's name must appear at the top of the certificate exactly the same as in our records. Please see correct name above.

_____ 2. The certificate must be signed by 2 officers of the corporation. One signature must be that of the chairman of the board, president or vice-president and the second signature must be that of the secretary or assistant secretary. One individual may not sign in both capacities and, if necessary, an election or appointment must be made for this purpose.
_____ If the corporation has a close corporation agreement in effect, the enclosed Close Corporation Affidavit may be completed.

_____ 3. Our records indicate that the principal office is located in _____. However, the location given on the certificate is _____. If the location has been changed (to a different city or county), then an additional resolution must be adopted changing the principal office location. Include the appropriate county.

_____ 4. Indicate what manner of adoption was used in passing the resolution to amend the Articles of Incorporation. If a meeting was held, include the percentage of the voting power that passed the resolution. A _____ vote is required.

_____ 5. The new name you have chosen is not available without the written consent of _____. You may contact the prior registrant at _____. If consent cannot be obtained, please contact this office before filing another name to ensure that the alternate name is available.

_____ 6. The corporation must submit its Form 7 (Annual Statement of Proportion of Capital Stock) for the year(s) _____. The Form 7 should reflect corporate activities in Ohio during the previous year. The forms are enclosed.

_____ 7. We are unable to accept photostat copies. Original documents and signatures are required.

_____ 8. When a corporation is amending its articles of incorporation in its entirety, the certificate must contain a superseding clause stating that the adopted amended articles of incorporation shall supersede the existing articles of incorporation and amendments thereto.

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APR 04 1996
BOB TAFT
SECRETARY OF STATE

_____ 9. The corporation was cancelled by the Ohio Department of Taxation on _____. Before filing the amendment/amended articles, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation (1030 Freeway Drive North, Columbus, Ohio 43229, (614) 433-7636). The D-3 must then be filed with the Secretary of State, together with a $10.00 filing fee in addition to the amendment documents.

_____ 10. Your non-profit corporation was cancelled on _____ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reinstatement, submit a $10.00 filing fee, and return all the enclosed amendment documents.

_____ 11. The corporation's articles were cancelled on _____ for failure to file the Professional Annual Shareholder's Reports. Before the filing the Amendment/Amended Articles, you must complete the enclosed Application for Reinstatement and annual reports for the year(s) _____. A filing fee of $10.00 must be submitted and returned together with your amendment/amended articles.

COPY FOR YOUR FILE