DOC ID ----> 5576_0874

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/02/96

CHARTER NUMBER: 948975
ROLL AND FRAME: 5576-0874
05576-0874

CORPORATION:

LINKS UNLIMITED, INC.

DOCUMENT NUMBER	CODE	FEE
96072558601	ARF	85.00

009005

RETURN TO: LINKS UNLIMITED, INC.
685 RESIDENZ PKY STE C
KETTERING OH 45429

TOTAL : 85.00

0199

DOC ID ----> 5576_0874

The State of Ohio

Bob Taft

Secretary of State

05576-0875

948975

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

of:

LINKS UNLIMITED, INC.

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

Recorded on Roll 5576 at Frame 0876 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 25TH day of JULY ,

A.D. 19 96 .

Bob Taft

Bob Taft
Secretary of State

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05576-0876

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ARTICLES OF INCORPORATION

-of-

The undersigned, desiring to form a corporation for profit under Chapter 1701 of the Ohio Revised Code, does hereby certify:

FIRST: The name of the Corporation is LINKS UNLIMITED, INC.

SECOND: The place in the State of Ohio where the Corporation's principal office is to be located is KETTERING, MONTGOMERY County, Ohio.

THIRD: The purposes for which the Corporation is formed are to provide investment advisory services and to engage in any other lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

Subject to limitations prescribed by law or expressly set forth elsewhere in these Articles, but otherwise without limitation, the Corporation may purchase or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest in such property, make contracts, form or acquire the control of other corporations, be a partner, member, associate, or participant in other enterprises or ventures, conduct its affairs in the State of Ohio and elsewhere, borrow money, issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, guarantee or secure obligations of any person, and do all other things permitted by law and exercise all authority within such purposes or incidental thereto.

FOURTH: The authorized number of shares of the Corporation is 850, all of which shall be designated as Common Shares and shall be without par value.

FIFTH: When authorized by the affirmative vote of the directors, without any action by the shareholders, the Corporation may purchase its own shares for such prices, in such manner and upon such terms and conditions as the directors from time to time may determine, except that no such purchase shall be made if immediately thereafter the Corporation's assets would be less than its liabilities plus stated capital, if any, or if the Corporation is insolvent (as defined in Chapter 1701 of the Ohio Revised Code) or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SIXTH: No holder of shares of the Corporation of any class, as such, shall have any pre-emptive right to purchase shares of the Corporation, to purchase securities convertible into or exchangeable for shares of the Corporation or to purchase rights entitling the holder to acquire shares of the Corporation.

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05576-0877

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on JULY 17, 1996.

Scott A. Kooken

Name:
Incorporator

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Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form AGO (August 1992)

05576-0878

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of LINKS UNLIMITED, INC. (name of corporation), hereby appoint SCOTT KOOKEN (name of agent) to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

685 RESIDENZ PKWY, SUITE C (street address)

KETTERING (city), Ohio 45429 (zip code).

NOTE: P.O. Box addresses are not acceptable.

Scott A Kooken (Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, SCOTT KOOKEN, named herein as the statutory agent for LINKS UNLIMITED, INC. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Scott A. Kooken
Statutory Agent

INSTRUCTIONS

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).

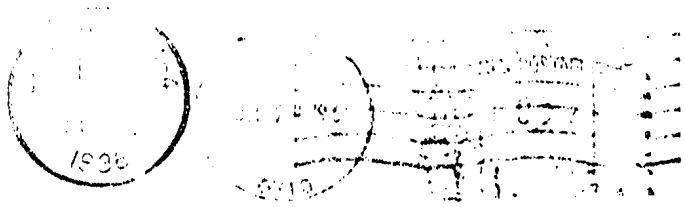
2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).

3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

** As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.*

LINKS UNLIMITED, INC.
685 RESIDENZ PKWY, SUITE C
KETTERING,OH 45429

05536-0579



BOB TAFT, SECRETARY OF STATE
30 EAST BROAD STREET, 14TH FLOOR
COLUMBUS, OH 43266-0418
FORM AGO (1992)