

THE SECRETARY OF STATE
PROCESSING STATEMENT
12/24/96

CORPORATION:

PLASTI-KOTE CO., INC.

ROLL AND FRAME: 5700-1097

05700-1097

DOCUMENT NUMBER	CODE	FEE
96122034701	AMA	110.00
96122034701	MIS	10.00
	INC	NO FEE

051374

RETURN TO: CALFEE, HALTER & GRISWOLD
ATTN R ASSINI
88 E BROAD ST STE 1500
COLUMBUS OH 43215

TOTAL : 120.00
0280

05700-1098



The State of Ohio

Bob Taft

Secretary of State

733892

❖ 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 MIS INC

of:

PLASTI-KOTE CO., INC.

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

Recorded on Roll 5700 at Frame 1099 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 19TH day of DEC ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05700-1099

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PLASTI-KOTE CO., INC.

733892
APPROVE
By RS
Date 12/19/96
Amount \$110,000
96122034701

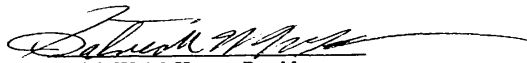
Charter No. 733892

The undersigned officers of PLASTI-KOTE CO., INC. (the "Corporation"), an Ohio corporation, do hereby certify that in a writing signed by all the Shareholders of the Corporation as permitted by Section 1701.54 of the Ohio Revised Code the following Amended Articles of Incorporation of the Corporation were adopted on December 12, 1996:

RESOLVED, that the Amended Articles of Incorporation of the Corporation attached hereto are adopted to supersede and take the place of the existing Articles of Incorporation and all existing amendments thereto.

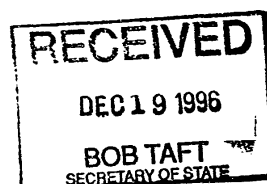
RESOLVED, that the Chairman of the Board, the President or Vice President and the Secretary or Assistant Secretary of the Corporation are authorized and directed to execute and file in the office of the Secretary of State of Ohio an appropriate Certificate to render effective said Amended Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have hereunto subscribed their names.


Patrick W. McKenna, President


Frederick W. Assini, Secretary

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05700--1100

**AMENDED ARTICLES OF INCORPORATION
OF
PLASTI-KOTE CO., INC.**

THESE AMENDED ARTICLES OF INCORPORATION OF PLASTI-KOTE
CO., INC. (THE "CORPORATION") SUPERSEDE THE EXISTING ARTICLES OF
INCORPORATION OF THE CORPORATION.

ARTICLE I

The name of the corporation shall be Plasti-Kote Co., Inc.

ARTICLE II

The principal office of the Corporation shall be located in Medina, Medina County, Ohio.

ARTICLE III

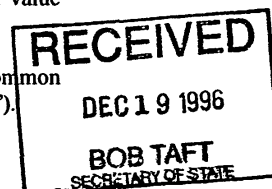
The purposes for which the Corporation is formed are to enter into, promote or conduct
any kind of business, contract or undertaking permitted to corporations for profit organized under
the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for
which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised
Code of Ohio, and, in connection therewith, to exercise all express and incidental powers
normally permitted such corporations.

ARTICLE IV

The authorized number of shares of capital stock of the Corporation shall consist of Two
Thousand (2,000) shares, classified as follows:

one hundred (100) Class A Voting Common Shares, no par value
per share ("Class A Voting Shares"); and

one thousand nine hundred (1,900) Class B Non-Voting Common
Shares, no par value per share ("Class B Non-Voting Shares").



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The express terms and provisions of Class A Voting Shares and Class B Non-Voting Shares are as follows:

- (a) The holders of Class A Voting Shares shall be entitled to one (1) vote for each Class A Voting Share owned by them, for the election of Directors and all other purposes,
- (b) The holders of Class B Non-Voting Shares shall not be entitled to any vote with respect to any corporate matter except where otherwise entitled to vote as a class by law and shall not be entitled to notice of any meeting of shareholders except where otherwise required by law to vote on a matter to come before such meeting.
- (c) Except as otherwise provided herein, each Class A Voting Share and each Class B Non-Voting Share shall be identical and shall have similar rights, privileges, qualifications, limitations and restrictions.

ARTICLE V

The Corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the Corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of greater than a majority but less than all of the voting power of the Corporation or of any class or classes of share thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares

05700-1102

entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

ARTICLE VII

The preemptive right to purchase additional shares or any other securities of the Corporation is expressly denied to all shareholders of all classes.

ARTICLE VIII

Section 1701.831 of the Revised Code of Ohio shall not apply to any control share acquisition (as defined in Section 1701.01(Z)(1) of the Revised Code of Ohio, as the same may be amended from time to time, or in any successor thereto, however denominated) of shares of any class of capital stock of the Corporation.

ARTICLE IX

Chapter 1704 of the Revised Code of Ohio shall not apply to the Corporation or to any transaction between the Corporation and any holder of shares of any class of capital stock of the Corporation.

05700-1103

☐ **UNIFORM COMMERCIAL
CODE FILING**☒ **CORPORATIONS FILING****CORPORATIONS ONLY**☒ **EXPEDITE
SERVICE**☒ **PICK-UP**☐ **MAIL****CORRESPONDENCE**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Calfee, Halter & Griswold
NAME OF YOUR FIRM OR COMPANYRick Assini
ATTENTION88 E. Broad St., Ste. 1500, Col., OH
STREET, CITY, STATE, ZIP CODE 43215621-1500
TELEPHONE NUMBER**UCC ONLY**☐ **MAIL**☐ **PICK-UP**

IF NOT CHECKED, IT WILL BE MAILED.

RECEIVED

DEC 19 1996

BOB TAFT

SECRETARY OF STATE