

~~OHIO SECRETARY OF STATE~~
PROCESSING STATEMENT
01/06/97

CHARTER NUMBER: 350560
ROLL AND FRAME: 5709-0940

05709-0940

CORPORATION:

BUYERS PRODUCTS COMPANY

DOCUMENT NUMBER	CODE	FEE
96122330301	AMD	860.00
96122330301	MIS	10.00
	INC	NO FEE

054323

RETURN TO: BAKER & HOSTETLER
ATTN K S FINCH
65 E STATE ST #2100
COLUMBUS OH 43215

TOTAL : 870.00

0777

05709--0941



The State of Ohio

Bob Taft

Secretary of State

350560

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 MIS INC

of:

BUYERS PRODUCTS COMPANY

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

Recorded on Roll 5709 at Frame 0942 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 27TH day of DEC ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05709--0942

BUYERS PRODUCTS COMPANYCERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION350360
APPROVEDBy CRDate 12-27-96Amount 860.00

96122330301

The undersigned President and Secretary of Buyers Products Company, an Ohio corporation (the "Corporation"), pursuant to Ohio Revised Code Section 1701.73 do hereby certify that the following amendment to the Articles of Incorporation of the corporation was approved and adopted by unanimous written action of the sole holder of Class A Voting Common Shares on December 20, 1996 as provided in Section 1701.54 of the Ohio Revised Code.

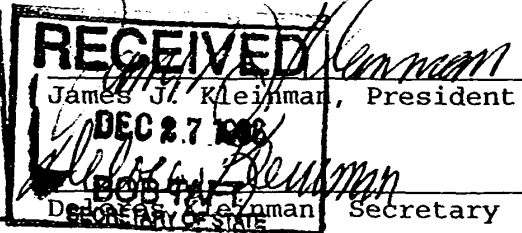
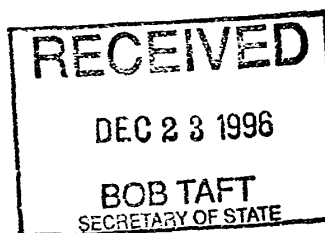
RESOLVED, Article Fourth of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and there is substituted therefor the following:

FOURTH: Section 1. Authorized Shares. The aggregate number of shares of all classes which the Corporation is authorized to have outstanding is thirty five thousand (35,000) consisting of three hundred and fifty (350) Class A voting Common Shares, without par value, and thirty four thousand six hundred and fifty (34,650) Class B Nonvoting Common Shares, without par value.

Section 2. Class A Voting Common Shares. Except as otherwise required by law, each Class A Voting Common Share shall entitle the holder thereof to one (1) vote, in person or by proxy, at any and all meetings of the shareholders of the Corporation.

Section 3. Class B Nonvoting Common Shares. Except as otherwise required by law, each Class B Nonvoting Common Share shall not entitle the holder thereof to any right to vote at any time.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names as of the 20th day of December, 1996.



05709-0943

Ohio Secretary of State Return Slip
Amendment/Amended articles

December 24, 1996

Karen S. Finch

~~Thompson Hine & Flory P.L.L.C.~~~~10 W. Broad St~~ BAKER & HOSTETLER~~One Columbus~~ 65 E. STATE ST. #2100

Columbus, Ohio 43215

NOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT OF
\$ 95.00 MUST ACCOM-
PANY THE CORRECTED
DOCUMENTS. COMPLETED
DOCUMENTS MUST BE RE-
TURNED WITHIN 30 DAYS OR A
REFUND WILL BE ISSUED.

Re: Buyers Products CompanyDocument No. 96122330301Additional Fee Required: \$ 825.00

Dear Sir or Madam:

The enclosed documents are being returned unfilled 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.
- pick up* _____ 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 superceding clause stating that the adopted amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto.
- _____ 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) 433-7535). 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 Shareholders Reports. Before 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.
- _____ 12. The new name of the corporation must include one of the following: "Inc.," "Incorporation," "Corporation," "Corp.," "Co.," "Company."
- _____ 13. Any subsequent appointment of agent must be acknowledged in writing by the appointed agent acknowledging his/her acceptance of the appointment.
- _____ 14. Our office has no record of a corporation entered on _____. Please check your corporate records to correct the error before amending its articles.
- X* _____ 15. The filing fee for the share increase is insufficient. The correct total filing fee is \$ _____ and is calculated as follows: _____

CORRESPONDENCE

RECEIVED
DEC 27 1996
BOB TAFT