DOC ID ----> 5710_0005

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/07/97

CHARTER NUMBER: 963768
ROLL AND FRAME: 5710-0005

05710-0005

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
CD ENTERPRISES, LIMITED	96122422701	LCA	85.00

054487

RETURN TO: SHIPMAN, DIXON & LIVINGSTON
ATTN R C JOHNSTON
P O BOX 310
TROY OH 45373

TOTAL : 85.00

0132

DOC ID ----> 5710_0005

5710-0006

The State of Ohio

Bob Taft

Secretary of State

963768

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

of:

CD ENTERPRISES, LIMITED

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

Recorded on Roll 5710 at Frame 0007 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 24TH day of DEC ,

A.D. 19 96 .

Bob Taft

Bob Taft
Secretary of State

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05710-0007

Prescribed by:
Bob Taft, Secretary of State

Approved: YL
Date: 12-24-96

30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form LCA (July 1994)

Fee: $85.00

961224a701

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 CD Enterprises, Limited.

SECOND: This limited liability company shall exist for a perpetual duration.

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:

215 West Water Street
Troy, Ohio 45373

FOURTH: The purpose of this limited liability company shall be for any purpose that citizens may lawfully associate in the State of Ohio.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 20 day of December, 1996.

Signed: Robert C. Johnston
ROBERT C. JOHNSTON

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05710-0008

Prescribed by:
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form LCO (July 1994)

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being at least a majority of the members of CD Enterprises, Limited, hereby appoint Robert C. Johnston 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:

215 West Water Street
Troy, Ohio 45373

Robert C. Johnston
ROBERT C. JOHNSTON

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for CD Enterprises, Limited, hereby acknowledges and accepts the appointment of agent for said limited liability company.

Robert C. Johnston
ROBERT C. JOHNSTON

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Shipman, Dixon & Livingston

A LEGAL PROFESSIONAL ASSOCIATION

215 WEST WATER STREET P O BOX 310 TROY OHIO 45373

TELEPHONE (513) 339-1500 FAX (513) 339-1519

L.H. Shipman (1874-1955)
F.L. Shipman (1906-1973)

William M. Dixon
James R. Livingston
Charles H. Sell, II
W. McGregor Dixon, Jr.
Mel Kemmer
Robert C. Johnston
Gary E. Zuhl
Daniel D. Ernst

December 20, 1996

Secretary of State
State Office Tower
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

Re: CD Enterprises, Ltd.

Dear Sir/Madam:

Enclosed herewith are Articles of Organization and an Original Appointment of Agent, which need to be filed. Also enclosed is a check in the amount of $85.00 for your fee.

Thank you for your assistance in this matter. Feel free to call me if you have any questions.

Respectfully,

SHIPMAN, DIXON & LIVINGSTON CO., L.P.A.

Robert C. Johnston

RCJ/tb

Enclosure