DOC ID ----> 5720_0398

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/22/97

CHARTER NUMBER: 965430
ROLL AND FRAME: 5720-0398

5720-0398

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
ACCEL FIRE SYSTEMS, INC.	96121242101	ARF	85.00

057848

RETURN TO: DAVID W. ZOLL & ASSOCIATES
ATTN D W ZOLL
6620 W CENTRAL AVE
TOLEDO OH 43617

TOTAL : 85.00

0154

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The State of Ohio

Bob Taft 05720-0399

Secretary of State

965430

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:

ACCEL FIRE SYSTEMS, INC.

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

Recorded on Roll 5720 at Frame 0400 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 8TH **day of** JAN , **A.D. 19** 97 .

Bob Taft

Bob Taft
Secretary of State

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05720-0400

APPROVED
By 950
Date 1-8-97
Amount 85.00
9612124@101

ARTICLES OF INCORPORATION
OF
Accel Fire Systems, Inc.

The undersigned, all of whom are citizens of the United States, desiring to form a corporation for profit under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of said corporation shall be Accel Fire Systems, Inc.

SECOND: The place in Ohio where its principal office is to be located is the City of Toledo, Lucas County, Ohio.

THIRD: The purpose or purposes for which it is formed is/are:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is 850, all of which shall be without par value. Shares without par value may be issued from time to time for such amount of amounts of consideration as may be fixed in the Board of Director's discretion and the Board may fix different amounts and kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part of the amount or amounts of consideration which shall be received by the corporation for the shares without par value be capital.

FIFTH: The amount of the stated capital with which the corporation will begin business is $2,000.00

SIXTH: The Board of Directors is hereby authorized to fix and determine to vary, the amount of working capital of the corporation, to determine whether any, and if any, what part of the surplus, however created or arising, shall be used or disposed of or declare in dividends or paid to shareholders, and, without action by the shareholders, to sue and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereinafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates of shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these articles of incorporation.

EIGHTH: A director or officer of the company shall not be disqualified by his office from dealing or contracting with the company as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the

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company shall be void or voidable or in any way affected or invalidated by reason of the fact that any director of officer of any firm of which any director or officer is a member of any corporation of which any director or officer is a shareholder, director or trustee, or any trust of which any director or officer of the company is a trustee or beneficiary, is an any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the company for or in respect to any transaction by him by reason of the fact that he or any firm of which is a member of any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer of such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and any officer of the company may take any action within the scope of his authority, respecting such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act, without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the company has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

NINTH: Except as otherwise provided herein, every person who is or has been director or officer of the company and his heirs and legal representatives is hereby indemnified by the company against expenses and liability actually and necessarily incurred by him in connection with the defense of either (1) any action, suit, or proceeding to which he may be a party defendant or (2) any claim of liability asserted against him, by reason of his being or having been a director, or officer of the company. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement to the company itself. The Company does not, however, indemnify any director or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor, in the case of settlement, unless such settlement shall be found to be in the interest to the company by (1) the court having jurisdiction of the action, suit or proceeding against such director or officer or of a suit involving his right to indemnification, or (2) a majority of the directors of the company then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least two directors of the company then in office, other than those involved in such matter, by a majority of a committee (selected by the Board of Directors) of one or more shareholders of the company, who are not directors or officers, provided that such indemnity in case of a settlement shall not be allowed by such directors or committee of shareholders unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the company and is not a partner of professional associate of a director, officer, or employee of the company) that such settlement is reasonable in amount, and in the interest of the company. The foregoing right of indemnification shall be in addition to all rights to which any such director of officer may be entitled as a matter of law.

Each person (including a director or officer of the company) who at the request of the Company, acts as a director or officer of any other corporation in which the company owns shares, or of which it is a creditor, may, by action of the Board of Directors, be

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indemnified by the Company to the extent that directors and officers of the company are indemnified by this article Ninth.

TENTH: Notwithstanding any provisions of law requiring for any action the vote of a designated proportion of the voting power of the corporation, such action may be taken by a vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation; and notwithstanding any provision of law requiring (or permitting as an alternative to a vote) for any action the written consent of the holders of any designated proportion of the outstanding shares of the corporation, such action may be taken by the written consent of the holders of a majority of the outstanding shares of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 29 day of November, 1996.

Susan I. Tucker, Incorporator

Tom Overmyer, Incorporator

Bill Dirkmaat, Incorporator

STATE OF OHIO)
)ss.
COUNTY OF LUCAS)

Personally appeared before me, the undersigned, a notary public in and for said county this 29 day of November, 1996, the above-named, Tom Overmyer, Bill Dirkmaat, and Susan I. Tucker, who acknowledge the signing of the foregoing Articles of Incorporation to be his or her free act and deed, for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

Notary Public
ANGELA M. TIMKO
Notary Public, State of Ohio
My Commission Expires 6-4-2001

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Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

05720-0403

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Accel Fire Systems, Inc. (name of corporation), hereby appoint Willem D. J. Dirkmaat (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:

3365 Silica Road (street address)

Sylvania, (city), Ohio 43560 (zip code)

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

Susan I. Tucker (Incorporator)

Tom Overmyer (Incorporator)

Willem D. J. Dirkmaat (Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, William D. J. Dirkmaat, named herein as the statutory agent for Accel Fire Systems, Inc. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Willem D. J. Dirkmaat 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 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.

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DAVID W. ZOLL & ASSOCIATES

ATTORNEYS AT LAW
6620 WEST CENTRAL AVENUE
TOLEDO, OHIO 43617
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E-MAIL michelle@toledolaw.com
E-MAIL brian@toledolaw.com
HOME PAGE http://www.toledolaw.com

DAVID W. ZOLL
MICHELLE L. KRANZ
BRIAN T. SCHURTER*
*ADMITTED IN ILLINOIS ONLY

05720-0398

December 6, 1996

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

Re: **Accel Fire Systems, Inc.**

Gentlemen:

Please find enclosed incorporation papers for the above-captioned corporation as well as a check for $85 to cover the filing fee for same. Please file same and return to me in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

David W. Zoll

DWZ:st

Enclosures

CORRESPONDENCE