DOC ID ----> 5733_1203

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/03/97

CHARTER NUMBER: 967202
ROLL AND FRAME: 5733-1203

05733-1203

CORPORATION:

CHARTWELL GROUP, LLC

DOCUMENT NUMBER	CODE	FEE
97013112101	LCA	85.00
97013112101	MIS	10.00

062136

RETURN TO: WESTON, HURD, FALLON, PAISLEY & HOWLEY
ATTN T G JACKSON
50 PUBLIC SQ #2500
CLEVELAND OH 44113-2241

TOTAL : 95.00

0688

DOC ID ----> 5733_1203

5733-1204

The State of Ohio

Bob Taft

Secretary of State

967202

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 MIS

of:

CHARTWELL GROUP, LLC

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

Recorded on Roll 5733 at Frame 1205 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 31ST day of JAN ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State

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05733-1205

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

Approved
Date 01-31-97
Fee $85.00
970131 12101

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, does hereby state the following:

FIRST: The name of said limited liability company shall be **Chartwell Group, LLC**
(the name must include the words "limited liability company", "limited", "Ltd" or "Ltd.")

SECOND: This limited liability company shall have a perpetual term, except as otherwise provided in the company's operating agreement.

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:

23200 Chagrin Blvd, Suite 232
(street or post office box)

Cleveland	Ohio	44122-5422
(city, village or township)	(state)	(zip code)

[ ] Please check this box if additional provisions are attached hereto

Provisions attached hereto are incorporated herein and made a part of these articles of organization.

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FOURTH: The purposes for which the limited liability company has been formed are, except to the extent modified by the operating agreement for the limited liability company:

(a) To accomplish any business for which a limited liability company may be formed under Chapter 1705 of the Ohio Revised Code (the "Act");

(b) To exercise all powers necessary to or reasonably connected with the limited liability company's business which may be legally exercised by limited liability companies under the Act; and

(c) To engage in all activities necessary, customary, convenient or incident to any of the foregoing.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 29th day of January, 1997.

Signed:_____ Signed:_____
Todd G. Jackson, Authorized Rep.

Signed:_____ Signed:_____

Signed:_____ Signed:_____

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

[Ohio Revised Code Section 1705.04]

DOC ID ----> 5733_1203

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form C-123 (October 1992)

05733-1207

CONSENT FOR USE OF SIMILAR NAME

(Where consenting entity is a corporation)

Chartwell Group, Inc.
(Name of Corporation giving consent)

(Charter/License Number) 711893

gives its consent to Chartwell Group, LLC
(Name of individual or proposed corporation receiving consent)

to use the name Chartwell Group.

This document is signed by any authorized corporate officer.

Date Jan. 29, 1997

Signed _____

Title: Treasurer

CONSENT

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05733-1208

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 member of Chartwell Group, LLC, being authorized to do so, hereby appoints **TODD G. JACKSON** 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:

50 Public Square, Suite 2500
(street address)

Cleveland, Ohio 44113-2241
(city, village or township) Note: P.O. Box addresses are not acceptable (zip code)

Todd G. Jackson, Authorized Rep.

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for Chartwell Group, LLC, hereby acknowledges and accepts the appointment of agent for said limited liability company.

Agent's Signature

R.C. 1705.06(B)

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05733-1203

WESTON HURD
FALLON PAISLEY & HOWLEY L.L.P.
COUNSELLORS AT LAW

Todd G. Jackson
216/687-3340
TGJ2500@mcimail.com

January 29, 1997

EXPEDITED SERVICE

VIA UNITED PARCEL NEXT DAY AIR

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

RE: *Chartwell Group, LLC*
File No. 17591-18595

Dear Ladies and Gentlemen:

I have enclosed Articles of Organization and an Original Appointment of Agent for the above-referenced limited liability company as well as a Consent For Use of Similar Name, together with a check in the amount of $95.00 to cover the filing fee and the expedited service fee. Please file these in an expedited manner.

Thank you for your time and attention to this matter. If there are any questions or problems, please feel free to contact the undersigned by telephone, toll free, at (800)336-4952.

Very truly yours,

Todd G. Jackson

TGJ/sjv
Enclosures

CORRESPONDENCE