DOC ID ----> 5741_1001

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/12/97

CORPORATION:

CEIA USA, LTD.

CHARTER NUMBER: 968194
ROLL AND FRAME: 5741-1001

05741-1001

DOCUMENT NUMBER	CODE	FEE
97021137001	LCA	85.00
97021137001	MIS	10.00

064658

RETURN TO: MARK A. KIKTA
1398 EDWARDS STE 201
LAKEWOOD OH 44107

TOTAL : 95.00

0348

DOC ID ----> 5741_1001

05741-1002

The State of Ohio

Bob Taft

Secretary of State

968194

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:

CEIA USA, LTD.

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

Recorded on Roll 5741 at Frame 1003 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 11TH day of FEB ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State

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05741-1003

By: KB
Date: 2-11-97
Amount: 85.00
97021137001

ARTICLES OF ORGANIZATION
OF
CEIA USA, LTD.

The undersigned, desiring to form a limited liability company under Chapter 1705 of the Ohio Revised Code, hereby state as follows.

(A) The name of the company is CEIA USA, Ltd.

(B) The duration of the company shall be thirty (30) years from the date of formation, and the company shall be dissolved upon the expiration of that term.

(C) The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of the company is 8810 Music Street, Novelty, Ohio 44072.

(D) The purpose of the company is to engage in any lawful act or activity under Ohio Revised Code Chapter 1705.

WITNESS our signatures, February 9, 1997.

Scott Dennison

Scott Dennison

Denise Dennison

Denise Dennison

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0574-1-1004

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being all of the members of CEIA USA, Ltd., appoint the person named below as the company's statutory agent, upon whom may be served at the address given any process, notice, or demand required or permitted by statute to be served on the company.

The name and address in Ohio of the statutory agent is: Scott Dennison
8810 Music Street
Novelty, ohio 44072

The agent is an individual who is a resident of Ohio.

Scott Dennison
February 9, 1997

Denise Dennison
February 9, 1997

ACCEPTANCE OF APPOINTMENT

The undersigned accepts the foregoing appointment as statutory agent for CEIA USA, Ltd.

Scott Dennison
February 9, 1997

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MARK A. KIKTA
ATTORNEY-AT-LAW

1398 Edwards, Suite 201
Lakewood, Ohio 44107

Phone 216-228-6670
Fax 216-228-6671

February 10, 1997

Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

Re: CEIA USA, Ltd.

Dear Sir or Madam:

On behalf of CEIA USA, Ltd., I am submitting its Articles of Organization and Original Appointment of Statutory Agent for filing. Please send the approved Articles back to CEIA USA, Ltd., c/o Mark A. Kikta, Esq., 1398 Edwards, Suite 201, Lakewood, Ohio 44107.

Enclosed is the $85 filing fee and an additional $10 to have the filing **expedited**.

Thank you.

Sincerely,

Mark A. Kikta

By UPS Next Day Air

c: Scott Dennison