

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/10/97

CORPORATION:

ROCK CAPITAL SOUND CORP.

CHARTER NUMBER: 701997
ROLL AND FRAME: 6087-0525

06087-0525

DOCUMENT NUMBER	CODE	FEE
97102011801	ABS	3.00

058605

RETURN TO: RCS CORP
3700 PROSPECT AVE
CLEVELAND OH 44115

TOTAL : 3.00

0091

6087-0526



The State of Ohio

Bob Taft

Secretary of State

701997

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: AGS

of:

ROCK CAPITAL SOUND CORP.

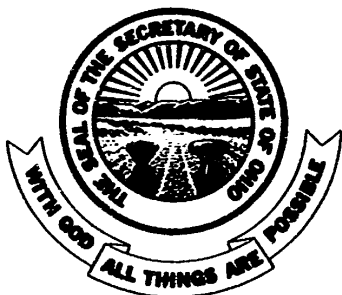
United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6087 at Frame 0527 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 20TH day of OCT ,

A.D. 19 97 .



Bob Taft
Bob Taft
Secretary of State

06087-0527



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

Charter No.	<u>761997</u>
Approved	<u>KL</u>
Date	<u>10-20-97</u>
Fee	\$3.00

97702011801

SUBSEQUENT APPOINTMENT OF AGENT

ROCK CAPITAL SOUND CORP hereby appoints
(Name of Corporation)

GARY J. JURIST 3700 PROSPECT AVE
(Name of New Agent) (Street Address)

CLEVELAND Ohio 44115
(City) (Zip Code)

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

to succeed ZEEV FRIEDMAN as agent upon whom any process,
(Name of Former Agent)
notice or demand required or permitted by statute to be served upon the corporation may be served.

This line is to be signed by a corporate officer.

Gary J. Jurist

Title: President

Acceptance of Appointment

The undersigned, GARY J. JURIST; named herein as the statutory agent for

ROCK CAPITAL SOUND CORP. hereby acknowledges and accepts the
(Name of Corporation)
appointment of statutory agent for said corporation.**

Gary J. Jurist
Statutory Agent

INSTRUCTIONS

- 1) The statutory agent for a corporation may be (a) a natural person who is a 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).
- 2) A subsequent appointment of agent must be signed by the chairman of the board, the president, a vice-president, the secretary or an assistant secretary. R.C. 1701.07(L).
- 3) The filing fee is \$3.00. R.C. 1701.07(M), 1702.06(C). Please make checks payable to the Secretary of State.

** As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.