DOC ID ----> 6102_1180

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/18/97

CHARTER NUMBER: 477416
ROLL AND FRAME: 6102-1180

06102-1180

CORPORATION:

CDC DISTRIBUTORS, INC.

| DOCUMENT NUMBER | CODE | FEE |
|---|---|---|
| 97121633801 | AMA | 523.00 |
| 97121633801 | MIS | 10.00 |
| | INC | NO FEE |
| | CHL | NO FEE |

064057

RETURN TO: SANTEN & HUGHES
ATTN B HOOD
312 WALNUT ST STE 3100
CINCINNATI OH 45202-4059

TOTAL : 533.00

0931

06102-1181

# The State of Ohio

## Bob Taft

Secretary of State

477416

# 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: AMA MIS INC CHL

of:

CDC DISTRIBUTORS, INC.

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

Recorded on Roll 6102 at Frame 1182 of the Records of Incorporation and Miscellaneous Filings.

**Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 16TH day of DEC ,**

**A.D. 19 97 .**

Bob Taft

**Bob Taft**
Secretary of State

06102-1182

Charter 477416
Approved EM
Date 12-16-97
Fee $523.00
97121633801

# CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CDC DISTRIBUTORS, INC.

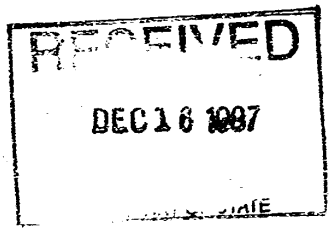
David J. Flaum, President of the above named Ohio corporation, hereby certifies that in a writing signed by all the shareholders who would be entitled to a notice of a meeting held for that purpose, the attached Amended and Restated Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all amendments thereto.

In witness whereof, the undersigned, acting for and on behalf of the above named corporation has subscribed his name this 12th day of December, 1997.

CDC DISTRIBUTORS, INC.

By: _____
David J. Flaum, President

101345



DOC ID ----> 6102_1180



# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CDC DISTRIBUTORS, INC.

**FIRST:** The name of the corporation shall be CDC Distributors, Inc.

**SECOND:** The place in the State of Ohio where its principal office is to be located is the City of Woodlawn, County of Hamilton.

**THIRD:** The purpose for which it is formed is to carry on or undertake any business, activities, or transactions in the State of Ohio, in any other State of the United States, or in any foreign country, which a corporation may lawfully carry on or undertake under the General Corporation Laws of Ohio and under the laws of such other state or foreign country.

**FOURTH:** The number of shares which the corporation is authorized to have outstanding is Thirteen Thousand Two Hundred (13,200), which shall be designated as follows:

One Thousand Three Hundred Twenty (1,320) voting common shares without par value; and

Eleven Thousand Eight Hundred Eighty (11,880) Nonvoting common shares without par value.

Shares without par value, now or hereafter authorized, may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same time or different times.

**FIFTH:** The Board of Directors is hereby authorized to fix and determine and to vary the amount of stated capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, 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.

**SIXTH:** Notwithstanding any provisions of the Revised Code of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

**SEVENTH:** The corporation shall, to the fullest extent permitted by law, indemnify any and all incorporators, officers and directors of the corporation, and may, in the discretion of the Board of Directors of the corporation, indemnify any and all other persons whom it shall have the power to indemnify, from and against all expense, liabilities and other matters.

**EIGHTH:** These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.

06102-1185


# SANTEN & HUGHES

A Legal Professional Association

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Cincinnati, Ohio 45202-4059

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Telecopier 513/721-7644
Telecopier 513/721-0109


December 15, 1997

FEDERAL EXPRESS

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

**EXPEDITED SERVICE**

Good Day,

Enclosed for filing is an original Certificate of Amended and Restated Articles of Incorporation for CDC Distributors, Inc. along with our check in the amount of $533.00 for the filing and expedited fees. This amendment raises the number of authorized shares from 1,520 to 13,200. Please call me collect if you have any problems concerning this filing.

Very truly yours,

SANTEN & HUGHES

Barbara Hood

Barbara Hood
Legal Assistant

bh

Enclosures

cc: Charles M. Meyer, Esq.

49826


William E. Santen
Charles M. Meyer †*
Charles E. Reynolds
John D. Holschuh, Jr. †
James P. Wersching

C. Gregory Schmidt †
William E. Santen, Jr.
David M. Kothman
R. Mark Addy
Mark W. Jordan †

Robert S. Kaiser
Charles J. Kubicki, Jr.
Michael G. Leik

Of Counsel:
Harry H. Santen
Kenneth R. Hughes (1925-1993)
*†Also admitted in KY*
**Also admitted in FL & MA*