

IIIO SECRETARY OF STATE
CESSING STATEMENT
1/23/98

CHARTER NUMBER: CP010931
ROLL AND FRAME: 6209-1163

06309-1163

CORPORATION:

KELLY AND ASKEW, INC.

DOCUMENT NUMBER

98022334401

CODE

ARF

FEE

85.00

099936

RETURN TO: GARY D. KENWORTHY
443 N COURT ST
P O BOX 574
CIRCLEVILLE OH 43113

TOTAL : 85.00

0554

6209-1164



The State of Ohio

Bob Taft

Secretary of State

CP 10931

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:

KELLY AND ASKEW, INC.

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

Recorded on Roll 6209 at Frame 1165 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 23RD day of FEB .

A.D. 19 98 .



Bob Taft
Bob Taft
Secretary of State

08209-1165

A CORPORATION FOR PROFIT
ARTICLES OF INCORPORATION
OF
Kelly and Askew, Inc.

APB
2/23/88
980 22334401

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, do hereby certify the following:

FIRST: The name of said corporation shall be Kelly and Askew, Inc.

SECOND: The place in Ohio where its principal office is to be located is 11675 Windridge Rd., Pickerington, Fairfield County, Ohio 43147.

THIRD: The purposes for which this corporation are formed are as follows:

(1) To buy, sell, install, import, export, design, fabricate, distribute, repair, erect, and generally deal in mechanical and electrical industrial doors and similar assembled components of buildings and to engage in building maintenance including the installation, repair and maintenance of all building components and to manufacture, buy, sell, and deal in all materials used for or in connection with the manufacture of the articles aforesaid, or which may be advantageously dealt in by the corporation in connection therewith.

(2) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 1701.01 to 1701.98 of the Ohio Revised Code, and to have and to exercise all powers conferred by the laws of the State of Ohio on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereinafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in conjunction with other persons, firms, associations, or corporations, in any part of the world.

(3) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except as otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general purposes, but are in furtherance of, and in addition to and not in limitation of said general powers.

05203-1166

FOURTH: The corporation is authorized to issue only one class of stock, the same being common shares without par value. The total number of shares that the corporation is authorized to issue is eight hundred fifty (850) shares. No distinction shall exist between the shares of the corporation or the holders thereof.

FIFTH: The amount of stated capital with which the corporation shall begin business is One Thousand Dollars (\$1,000.00).

SIXTH: The corporation, through its Board of Directors, is authorized, except to the extent prohibited by law, to repurchase, redeem, or otherwise acquire, from time to time, at any time, shares of common stock issued by it.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 18th day of February, 1998.

By: Paul R. Kelly
PAUL R. KELLY - INCORPORATOR

By: Kenneth L. Askew
KENNETH L. ASKEW - INCORPORATOR

06209-1167

ORIGINAL APPOINTMENT OF AGENT

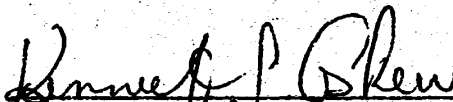
OF

Kelly and Askew, Inc.

The undersigned, being all of the incorporators of Kelly and Askew, Inc., hereby appoint Paul R. Kelly, a natural person, a resident of this state, as its agent upon whom any process, notice or demand required or permitted by statute to be served on the corporation may be served. The complete address of the agent is: Paul R. Kelly, 11675 Windridge Road, Pickerington, Fairfield County, Ohio 43147.

Dated: 2-18-98

PAUL R. KELLY - INCORPORATOR



KENNETH L. ASKEW - INCORPORATOR

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Dated: 2-18-98

Kelly and Askew, Inc.

Gentlemen:

The undersigned hereby accepts employment as agent of your corporation upon whom process, notices, and demands may be served.



PAUL R. KELLY

06209-1168

GARY D. KENWORTHY
ATTORNEY AT LAW
443 NORTH COURT STREET
P. O. BOX 574
CIRCLEVILLE, OHIO 43113

(740) 477-2636
FAX: (740) 477-6971

February 19, 1998

Ohio Secretary of State
Corporation Section
30 East Broad St., 14th Floor
Columbus, Ohio 43266-0418

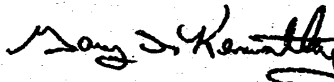
RE: Kelly and Askew, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and the Original Appointment of Statutory Agent to be filed with your office in order to establish the corporation of Kelly and Askew, Inc. I am also enclosing my trust account check payable to the Secretary of the State of Ohio in the amount of \$85.00 representing the necessary filing fee for this corporation. Upon processing, I would appreciate your returning to me these documents in the enclosed self-addressed and stamped envelope being provided for this purpose.

If you have any questions or need anything further from me in this matter, please feel free to contact my office.

Very truly yours,



Gary D. Kenworthy

GDK/sw
enc.

CORRESPONDENCE