

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/10/94

CHARTER NUMBER: 863787
ROLL AND FRAME: 9431-1369

CORPORATION:

MATTHEWS/DAVIDORF, INC.

DOCUMENT NUMBER

CODE

FEE

94020303001

ARF

85.00

064840

RETURN TO: KEPHART & FISHER
ATTN R HOLODUCK
41 S HIGH ST
COLUMBUS OH 43215

0132



The State of Ohio

Bob Taft

Secretary of State

863787

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:

MATTHEWS/DAVIDORF, INC.

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

Recorded on Roll 9431 at Frame 1371 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 2ND day of FEB ,

A.D. 19 94 .



Bob Taft
Bob Taft
Secretary of State

(44020303001)
2-294
85

ARTICLES OF INCORPORATION
OF
MATTHEWS/DAVIDORF, INC.

The undersigned citizen of the United States desires to form a corporation for profit under §1701.01 et. seq. of the Ohio Revised Code, as amended (the "Ohio General Corporation Law"), and does hereby certify:

- FIRST: The name of the corporation shall be Matthews/Davidorf, Inc. (the "Corporation").
- SECOND: The principal office of the Corporation is to be located in the City of Columbus, Franklin County, Ohio.
- THIRD: The Corporation is formed to engage in any lawful act or activity for which a corporation may be formed under the Ohio General Corporation Law.
- FOURTH: The maximum number of shares which the Corporation is authorized to have issued and outstanding is 750 shares, all of which shall be common stock without par value.
- FIFTH: By not less than the vote of a majority of shareholders entitled to vote at a meeting duly called and held for the purpose, appropriate provisions may be incorporated in the Code of Regulations of the Corporation giving to the Corporation the option, for such period of time and upon such terms and conditions as may be set forth therein, to purchase, and enter into contracts and agreements to purchase, the shares of any shareholder for the purpose of resale to other shareholders or others (a) before such shareholder can sell or otherwise transfer his or her shares, (b) upon his or her death or the sale or assignment of any of his or her shares on execution or other legal process or the passing of title by operation of law, and (c) upon any attempt to assign his or her shares in violation of such restrictions.
- SIXTH: When authorized by the affirmative vote of the Board of Directors, the Corporation may purchase, or contract to purchase, at any time or from time to time, shares of any class issued by the Corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the Corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the Corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the Ohio General Corporation Law or if there is reasonable

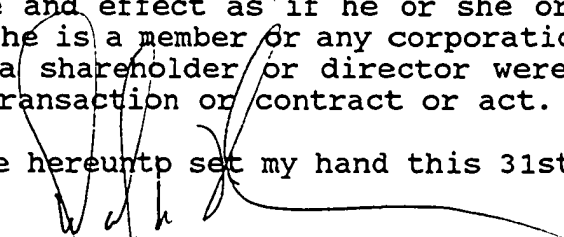
ground to believe that by such purchase it would be rendered insolvent.

SEVENTH: The Corporation may amend its Articles of Incorporation in any respect in the manner provided by law upon the vote of a majority of shareholders.

EIGHTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the Corporation, to determine to the extent permitted by the Ohio General Corporation Law 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.

NINTH: A director of the Corporation shall not be disqualified by his or her office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of the Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the Corporation for or in respect of any such transaction or contract or act of the Corporation or for any gains or profits realized by him or her by reason of the fact that he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder or director were not interested in such transaction or contract or act.

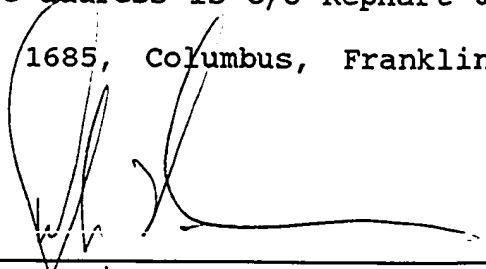
IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of January, 1994.



David W. Fisher, Sole Incorporator

MATTHEWS/DAVIDORF, INC.ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of MATTHEWS/DAVIDORF, INC., hereby appoints David W. Fisher, a natural person resident in this state upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served. His complete address is c/o Kephart & Fisher, 41 South High Street, Suite 1685, Columbus, Franklin County, Ohio 43215.

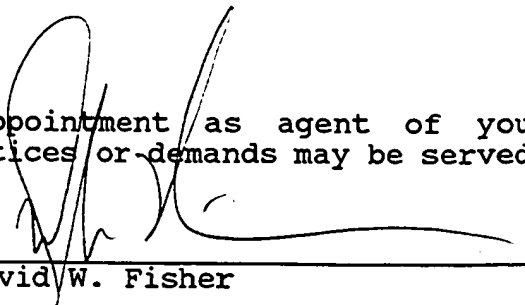


Incorporator

Columbus, Ohio

Date: January 31, 1994

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.



David W. Fisher

Date: January 31, 1994

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**UNIFORM COMMERCIAL
CODE FILINGS**

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**CORPORATIONS
NEW FILINGS**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

My Best & Partner

NAME OF YOUR FIRM OR COMPANY

My Best & Partner

ATTENTION

415 High St. N.E. 6th

STREET, CITY, STATE, ZIP CODE

43215

469-1882

TELEPHONE NUMBER

UCC ONLY

☐

MAIL

☐

PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.

CORRESPONDENCE