DOC ID ----> 9502_0861

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/19/94

CHARTER NUMBER: 869564
ROLL AND FRAME: 9502-0861

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
AUTOMATIC FIRE PROTECTION SYSTEMS, INC.	94041815101	ARF	85.00
	94041815101	MIS	10.00

087222

RETURN TO: FULLER & HENRY
ATTN G L WHALEY
P O BOX 2088
TOLEDO OH 43603

0373

DOC ID ----> 9502 0861

The State of Ohio

Bob Taft

Secretary of State

869564

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 MIS

of:

AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

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

Recorded on Roll 9502 at Frame 0863 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 18TH **day of** APRIL .

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State

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ARTICLES OF INCORPORATION

OF

AUTOMATIC FIRE PROTECTION SYSTEMS, INC.

WITNESSETH that the undersigned, desiring to form a corporation for profit under and in accordance with Chapter 1701 of the Ohio Revised Code, does hereby certify:

FIRST

The name of this corporation is Automatic Fire Protection Systems, Inc. (hereinafter called the "Corporation").

SECOND

The place in this state where the principal office of this Corporation is to be located is the City of Maumee, Lucas County, Ohio.

THIRD

The purposes for which this Corporation is formed are:

1. To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

2. To do any and all acts and things necessary, convenient, or expedient to the accomplishment of the foregoing, both within and without the State of Ohio, and in any capacity.

3. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Ohio, and all extensions thereof by amendments thereto hereafter made.

Nothing herein contained shall be deemed to authorize the Corporation to engage in the practice of any profession contrary to law. Each purpose specified in any clause or paragraph of this Article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation. The Corporation reserves the right substantially to change its purposes. If a change of purposes is authorized by the vote now or hereafter

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required by statute, dissenting shareholders shall not have appraisal or payment rights.

FOURTH

The maximum number of shares which this Corporation is authorized to have issued and outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares with a par value of Five Dollars ($5.00) each.

FIFTH

Shares of this Corporation may be issued and reissued from time to time for such amounts of consideration for each share as may be fixed by the Board of Directors, to the extent permitted by law. The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

SIXTH

Holders of shares of the Corporation shall not have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares or such class be now or hereafter authorized.

SEVENTH

In the event of irreconcilable differences among the directors of the Corporation, of such a nature that the continued operation of the Corporation has been substantially impeded or made impossible, the directors or shareholders of the Corporation, in such number and manner as now or hereafter required by statute, may petition the court of common pleas for the appointment of a provisional director. The provisional director shall have the same rights and duties as other directors and shall serve in accordance with Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

EIGHTH

In the absence of fraud, no agreement or transactions between this Corporation and any other corporation or association shall be affected by the fact that any director or officer of this Corporation is interested in or a director or officer of such other corporation or association; any director or officer of this Corporation may be a party to or interested in any agreement or transaction of this Corporation; and no persons, association or other corporation shall be affected by the fact that any director

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or officer of this Corporation is a party to or interested in such agreement or transaction or in any way connected with such person, persons, association or corporation; provided, however, that such agreement or transaction shall be authorized or ratified by the vote of a majority of the directors of this Corporation. No person who may become a director or officer of this Corporation shall be subjected to any liability which might otherwise exist as a result of thus agreeing or entering into a transaction with this Corporation for the benefit of himself or any person, association or corporation in which he may be interested.

NINTH

The Corporation shall indemnify a director or officer, or a former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns shares or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled under the Ohio Revised Code, the Code of Regulations, any agreement, vote of shareholders or otherwise.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19 day of April, 1994.

Martin D. Carrigan

Martin D. Carrigan
Incorporator

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ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS that Martin D. Carrigan, One Seagate, 17th Floor, Toledo, Lucas, County, Ohio 43604, a natural person who is a resident of said County, is hereby appointed as the statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon Automatic Fire Protection Systems, Inc. may be served.

Dated: April 14, 1994

Martin D Carrigan
Martin D. Carrigan
Incorporator

Toledo, Ohio
April 14, 1994

I hereby accept the appointment as the statutory agent of Automatic Fire Protection Systems, Inc. upon whom any process, notice or demand required or permitted by statute to be served upon said Corporation may be served.

Martin D Carrigan
Martin D. Carrigan

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FULLER & HENRY

ATTORNEYS AT LAW

DONALD M. HAWKINS
THOMAS L. DALRYMPLE
JOHN P. McCARTHY
CHARLES R. LEDER, JR.
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JAMES H. MORTON, JR.
JOHN W. HILDRED, II
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DOUGLAS G. HANDMAN*
CHERYL L. RAMEY
MARY ANN WHITFIELD*
SUE A. CHERRY
DAVID R. DARTENSON
MARTIN D. CARRIGAN
DONNA D. WOOD
DENNIS A. HYLE
MICHAEL S. DORN

FRED E. FULLER (1901-1931)
LESLIE HENRY (1934-1976)

*ALSO ADMITTED IN MICHIGAN

ONE SEAGATE, SUITE 1700
P.O. BOX 2088
TOLEDO, OHIO 43603
(419) 247-2500 TELECOPIER (419) 247-2665

2700 HUNTINGTON CENTER
41 SOUTH HIGH STREET
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125 JEFFERSON STREET
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WRITER'S DIRECT DIAL NUMBER

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THOMAS A. WYATT

DAVID W. BRUNS
WARREN B. WOLFE*
NIRAV D. PATEL

April 14, 1994

Secretary of State of Ohio
Corporations Division
State Office Tower - 14th Floor
30 East Broad Street
Columbus, Ohio 43266-0418

Re: Automatic Fire Protection Systems, Inc.

Dear Sir:

Enclosed herewith are Articles of Incorporation to be filed on behalf of the above-referenced, for-profit, corporation. Please note that we are requesting **EXPEDITED** handling of this filing. A check in the amount of $95.00 covering the filing fee and the **EXPEDITED SERVICE** fee is enclosed.

Also, you will note that Martin D. Carrigan of this office, who has signed the Articles as the incorporator, has previously reserved the name, "Automatic Fire Protection, Inc." under NR408755. He has supplied the attached Consent for Use of Similar Name to be used in connection with the subject filing.

Kindly return the recorded documents to my attention at your earliest opportunity. If you have questions, please call me **(collect, if necessary)** at (419) 247-2550.

Very truly yours,

Gail L. Whaley

Gail L. Whaley
Certified Legal Assistant

Enclosures
6906
cc: Murray O'Brien
Martin D. Carrigan, Esq.

CORRESPONDENCE

NR408755
3-22-94
9477
1328