

B322 967
RECEIPT AND CERTIFICATE **Nº 8700**

STERLING ADVERTISING, INC.

NAME

323463

NUMBER

DOMESTIC CORPORATIONS

☒ ARTICLES OF INCORPORATION
 AMENDMENT
 MERGER/CONSOLIDATION
 DISSOLUTION
 AGENT
 RE-INSTATEMENT
 CERTIFICATES OF CONTINUED
 EXISTENCE
 MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE
 AMENDMENT
 SURRENDER OF LICENSE
 APPOINTMENT OF AGENT
 CHANGE OF ADDRESS OF AGENT
 CHANGE OF PRINCIPAL OFFICE
 RE-INSTATEMENT
 FORM 7
 PENALTY

MISCELLANEOUS FILINGS

ANNEXATION/INCORPORATION—CITY
 OR VILLAGE
 RESERVATION OF CORPORATE NAMES
 REGISTRATION OF NAME
 REGISTRATION OF NAME RENEWALS
 REGISTRATION OF NAME—CHANGE
 OF REGISTRANTS ADDRESS
 TRADE MARK
 TRADE MARK RENEWAL
 SERVICE MARK
 SERVICE MARK RENEWAL
 MARK OF OWNERSHIP
 MARK OF OWNERSHIP RENEWAL
 EQUIPMENT CONTRACT/CHattel
 MORTGAGE
 POWER OF ATTORNEY
 SERVICE OF PROCESS
 MISCELLANEOUS
 ASSIGNMENT—TRADE MARK, MARK
 OF OWNERSHIP, SERVICE MARK,
 REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 14th day of Sept. A. D. 19 63, and recorded on Roll B322 at Frame 967 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Harry S. Schwartz
Suite 1230 Keith Theatre Bldg.
Cincinnati, Ohio

FEE RECEIVED: \$ 25.00

NAME: STERLING ADVERTISING, INC.

265-24

CORPORATION FOR PROFIT

Articles of Incorporation

B322 968-or-

STERLING ADVERTISING, INC.

(Name of Corporation)

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 Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Sterling Advertising, Inc.

SECOND. The place in Ohio where its principal office is to be located is Cincinnati, Hamilton County.

(City, Village or Township)

THIRD. The purposes for which it is formed are:

1. To design, write, prepare, place, publish, and display, in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards, to arrange for that placing of advertisements in publications and radio broadcasts and television telecasts and in all various media; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising press agency and publicity business in all its branches and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.
2. Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, equipment, building materials and other personal and real property of every kind and any interest therein.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof and to perform and carry out, assign, cancel, or rescind any such contracts.
4. To manufacture, sell, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and equipment and real and personal property of every class and description.
5. To acquire, purchase, own, hold, sell and lease any land or lands, improved or unimproved, and to construct, erect, operate, equip, produce, maintain and use manufacturing plants, factories, laboratories, warehouses, sales rooms, branch establishments useful for or conducive to any of the company's objects and to sell, mortgage and encumber, lease, sublet, rent or otherwise dispose of the aforesaid land.
6. To purchase, hold, sell and transfer any shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock when such use would cause any impairment of its capital stock except as otherwise permitted by law; provided, further, that shares of its

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.. ~~FOURTH. The number of shares which the corporation is authorized to have outstanding is~~

capital stock belonging to it, shall not be voted upon directly or indirectly.

in general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have, and exercise, all the powers conferred by the laws of Ohio upon corporations formed under the act hereinbefore referred to, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH The number of shares which the corporation is authorized to have outstanding is 200 shares all of which shall be of No Par Value.

FIFTH The amount of stated capital with which the corporation shall begin business is

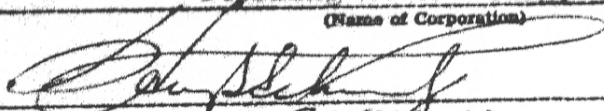
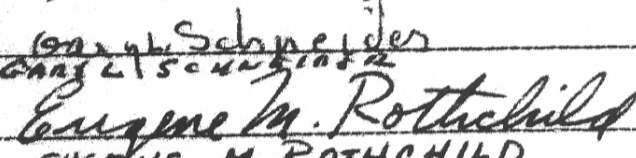
Five Hundred _____ Dollars (\$ 500.00).

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 12th day

of September, 19 62

Sterling Advertising, Inc.

(Name of Corporation)


HARRY S. SCHWARTZ

EUGENE M. ROTHCHILD
(INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

N.B. Articles will be returned unless accompanied by form designating statutory agent. See Section 1701.07, Revised Code of Ohio.

Form C-100 Prescribed by Secretary of State, Feb. 19, 1959

R322 970

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of _____
(Name of Corporation)

STERLING ADVERTISING INC.

hereby appoint Harry S. Schwartz
(Name of Agent)a natural person resident in the county in which the corporation has its principal office, a corporation
having a business address in the county in which _____
(Name of Corporation)

Sterling Advertising Inc.

has its principal office (strike out phrase not applicable), upon whom (which) any process, notice or
demand required or permitted by statute to be served upon the corporation may be served. His (Its)complete address is 1230 Keith Bldg. Cincinnati 2,
(Street or Avenue) (City or Village)Hamilton County, Ohio.

Sterling Advertising Inc.

(Name of Corporation)

Harry S. Schwartz
HARRY S. SCHWARTZGary L. Schneider
GARY L. SCHNEIDEREugene M. Rothchild
EUGENE M. ROTHCHILD

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cincinnati, _____, OhioSeptember121963

Sterling Advertising, Inc.

(Name of Corporation)

Gentlemen: I, It (strike out word not applicable) hereby accept(s) appointment as agent of your
corporation upon whom process, tax notices or demands may be served.Harry S. Schwartz
(Signature of Agent or Name of Corporation)
HARRY S. SCHWARTZ

By _____

(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no
filing fee for this appointment.