

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

E022-1885
RECEIPT NO. 44733

DATE 12/09/74

434426
NUMBER

E022-1885

RECEIVED OF
OR FILED BY LOVELAND AND CALLARD

THE SUM OF \$ 25.00 FOR FILING AMD CHS OF
COLUMBUS WATER COOLER, INC.

RETURNED TO: 44733
LOVELAND AND CALLARD
50 W. BROAD ST.
SUITE 1016
COLUMBUS, OH 43215

AMD \$ 25.00
CHS

TOTAL FEE \$ 25.00

NAME:
COLUMBUS WATER COOLER, INC.



E0022-1886



TED W. BROWN
Secretary of State

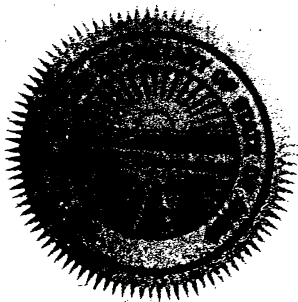
Certificate

434426

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; AND CHS of COLUMBUS WATER COOLER, INC.

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll E022 at Frame 1887 of the
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 6TH day of DECEMBER, A. D. 19 74

TED W. BROWN
Secretary of State

E0022-1887

CERTIFICATE OF AMENDMENT

TO ARTICLES OF

COLUMBUS WATER COOLER, INC.

434426

APPROVED

DS

Dec 12/16/74

ATTEST

J. J. [Signature]

James E. Allison, President and C. C. Montgomery, Secretary of Columbus Water Cooler, Inc., an Ohio corporation, with its principal office located at Columbus, Ohio, do hereby certify that in a writing signed under the provisions of Section 1701.54 of the Revised Code by the sole shareholder, the following resolution was adopted to amend the articles:

RESOLVED, that Article Fourth of the Articles of Incorporation filed January 16, 1963 be, and it hereby is, amended as follows:

FOURTH: The authorized number of shares which the corporation is authorized to have outstanding is 500, which shall be classified as follows:

394 of said shares shall be common shares, all of which shall be without par value.

106 of said shares shall be preferred shares, all of which shall be without par value.

The express terms of the preferred shares shall be as follows:

The holders of the preferred shares shall be entitled to receive, and said corporation shall, as and when declared by its board of directors, pay, out of the funds of said corporation available under the law for the payment of dividends, and in preference to and priority over any dividend on the common shares, a fixed monthly dividend, at the rate of six and one-half percent (6 1/2%) per annum, but no more, payable monthly on the 15th day of each month, to begin on September 15, 1974. Such dividends shall be cumulative from the respective dates

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of original issuance of the several preferred shares, so that any deficiency in payment of the dividends to be paid on the preferred shares shall be made good before any dividend shall be paid or declared upon, or set apart for, the common shares, but dividends in arrears on the preferred shares shall not bear interest.

Upon any dissolution, liquidation, or winding up of the corporation, the holders of preferred shares shall be entitled to receive in cash, before any payment shall be made to the holders of common shares, the sum of Five Hundred Dollars (\$500.00) per share, together with an amount equal to all accrued and unpaid dividends thereon to the date of payment.

The preferred shares at any time outstanding may be redeemed by the corporation, in whole or in part, at any time or from time to time, at its election, by resolution of the directors upon not less than ten days' prior notice to the holders of record of the preferred shares to be redeemed, given as hereinafter provided, at Five Hundred Dollars (\$500.00) per share plus an amount equal to the accrued and unpaid dividends thereon to the redemption date. If less than all of the outstanding preferred shares are to be redeemed, the redemption may be done either by lot or pro rata or by such other equitable method as the directors in their discretion may determine. However, in no event will the common shares be redeemed prior to the redemption of the preferred shares.

Notice of such redemption, stating the redemption date and the redemption price and the place of payment thereof shall be given to the respective holders of the preferred shares to be redeemed, by mailing the same, first-class, postage prepaid, to such holders at their respective addresses as shown on the books of the corporation. Such notice shall be so mailed not less than ten days prior to the redemption date specified therein. If such notice of redemption shall have been duly given, and if on or before the redemption date specified

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in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then, notwithstanding that any certificate for preferred shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed, and all rights with respect to such preferred shares so called for redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

Subject to the provisions and limitations herein contained, the directors shall have full power and authority to prescribe the manner in which and the terms and conditions upon which preferred shares shall be redeemed.

The corporation by its directors shall have the right to purchase preferred shares for the purpose of or in anticipation of redemption at not to exceed the redemption price thereof.

Except as otherwise required by law, the holders of preferred shares shall not be entitled to vote at meetings of the shareholders of said corporation, nor to receive notice of such meetings, unless dividends thereon shall be in default for a period in excess of 30 days, or unless said corporation shall violate, or make default in respect to, any other of the express terms and provisions of the preferred shares, but then, and in any such event, the holders of preferred shares shall, upon written notice to the corporation, while any such violation or default continues, but no longer, be entitled to vote share for share on a parity, without distinction of class, with holders of common shares.

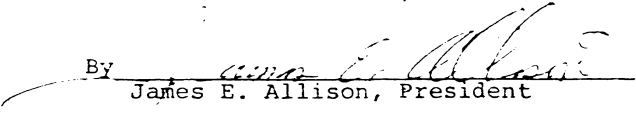
IN WITNESS WHEREOF, said James E. Allison, President and C. C. Montgomery, Secretary, of Columbus Water Cooler, Inc., acting for and on behalf of said corporation, have hereunto

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subscribed their names and caused the seal of said corporation
to be hereunto affixed this 13th day of September, 1974.

COLUMBUS WATER COOLER, INC.

By


James E. Allison, President

By


C. C. Montgomery, Secretary