

STATE OF OHIO  
DEPARTMENT OF STATE



TED W. BROWN  
SECRETARY OF STATE

E0111-0666  
RECEIPT NO. 82395

DATE 12/11/75

261820  
NUMBER

E111-0666 018

RECEIVED OF  
OR FILED BY GUARNIERI AND SECREST

THE SUM OF \$ 50.00 FOR FILING AMA INC CHN CHL OF

ACME MUSIC AND VENDING, INC. FORMERLY ACME MUSIC SYSTEMS COMPANY

RETURNED TO:  
GUARNIERI AND SECREST  
ATT: A.G. ROSSI  
151 E. MARKET ST.  
WARREN, OH 44481

82395

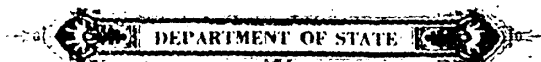
AMA \$ 50.00

TOTAL FEE \$ 50.00

NAME:  
ACME MUSIC AND VENDING, INC. FORMERLY ACME MUSIC SYSTEMS COMPANY



E0111-0667 82395



TED W. BROWN  
Secretary of State

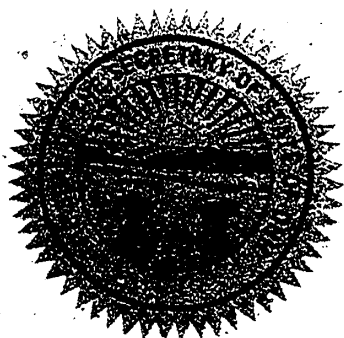
## Certificate

261820

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: AMA INC CHN CHL of ACME MUSIC AND VENDING, INC. FORMERLY ACME MUSIC SYSTEMS COMPANY.

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

Recorded on Roll E111 at Frame 0668 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 10TH day of DECEMBER, A. D. 1975

TED W. BROWN  
Secretary of State

E0111-0668

261820  
APPROVED PD  
By HWA  
Date 12/10/75  
Amount 50.00

82395

CERTIFICATE OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
ACME MUSIC SYSTEMS COMPANY

Raymond E. Lonsway, President, and Joan Lonsway, Secretary, of Acme Music Systems Company, an Ohio corporation, with its principal office located in Niles City, Trumbull County, Ohio, do hereby certify that in a writing signed under the provisions of Section 1701.54 of the Ohio Revised Code, by all of the shareholders who would be entitled to a notice of a meeting held for such purpose, the following resolution was adopted to amend the Articles of Incorporation of this corporation:

"Pursuant to the authority of Section 1701.54 of the Ohio Revised Code, the undersigned, all of the voting shareholders of ACME MUSIC SYSTEMS COMPANY, do take and adopt the following action by our written consent at Niles, Ohio, this 1st day of December, 1975:

That the Articles of Incorporation of this corporation be amended as follows and that the president and secretary file the appropriate Certificate of Amendment with the Secretary of State of Ohio forthwith:

FIRST: The name of the corporation shall be ACME MUSIC AND VENDING, INC.

SECOND: The place in Ohio where its principal office is to be located is Niles City, Trumbull County.

THIRD: The purposes for which it is formed are:

To carry on the business of buying, selling, leasing, or otherwise dealing in automatic music equipment, amusement games and devices,

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cigarette machines, and any other device, mechanism and apparatus for amusement, recreation or entertainment; to enter into any arrangement for sharing profits, union of interests, cooperation, joint venture or otherwise, with any persons, firm or corporation carrying on any business which this corporation is authorized to carry on; and in general to do all things necessary or incidental to carrying on said business.

In addition to but not in limitation of the general powers conferred by the laws of the State of Ohio, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the following powers, to-wit:

To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures, and other operations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured;

To purchase, acquire, guarantee, hold or dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign;

To acquire the good-will, rights and property and to undertake the whole or any part of the assets or liabilities of any persons, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds, notes, both unsecured and secured, or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner, the whole or any part of any business so acquired, and to exercise in and about the conduct and management of such business;

To carry on any or all of its operations and business and to promote its objects within the State of Ohio, or elsewhere, without restrictions as to place or amounts;

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To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise along or in company with others;

None of these sub-clauses or the objects herein specified or the powers hereby conferred shall be deemed subsidiarily or auxiliary in the first paragraph of this statement of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any of the statement of purposes, in any part of the world, and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects set forth in the first paragraph of the statement of purposes.

FOURTH: The authorized number of shares of the corporation shall be Five Hundred (500) shares, all of which shall be without par value.

FIFTH: These amended articles of incorporation supercede and take the place of the existing Articles of Incorporation.

That the fiscal year of this corporation shall be changed from August 1 - July 31 to January 1 - December 31 effective with the year ending December 31, 1975."

IN WITNESS WHEREOF, the said Raymond E. Lonsway, President, and Joan Lonsway, Secretary, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 1st day of December, 1975.

ACME MUSIC AND VENDING, INC.  
Formerly Known As ACME MUSIC SYSTEMS COMPANY

BY: Raymond E. Lonsway  
Raymond E. Lonsway, President

and Joan Lonsway  
Joan Lonsway, Secretary