DOC ID ----> E676_1211

STATE OF OHIO
DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.
SECRETARY OF STATE

RECEIPT NO. 24439

DATE 11/21/79

545187
NUMBER

E676-1211 008

RECEIVED OF
OR FILED BY PICKREL, SCHAEFFER & EBELING

THE SUM OF $ 75.00 FOR FILING ARF E0676-1211 OF

AXIS CORPORATION

RECEIPT

24439

ARF $ 75.00

RETURNED TO:
PICKREL, SCHAEFFER & EBELING
ATT: M. J. LEEN, JR.
2700 WINTERS BANK TOWER
DAYTON, OH 45423

TOTAL FEE $ 75.00

NAME:
AXIS CORPORATION

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E0676-1212

DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.
Secretary of State

Certificate

545187

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 AXIS CORPORATION

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

Recorded on Roll E676 at Frame 1213 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 19TH day of NOVEMBER, A. D. 19 79

Anthony J. Celebrezze Jr

ANTHONY J. CELEBREZZE, JR.
Secretary of State

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E0676-1213

APPROVED
11-19-79

ARTICLES OF INCORPORATION

OF

AXIS 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 the corporation is AXIS CORPORATION.

SECOND. The place in the State of Ohio where its principal office is located is the City of Bellefontaine in Logan County.

THIRD. The purposes of the corporation are as follows:

To manufacture, fabricate, purchase or otherwise acquire and generally deal in equipment and components of all kinds, and all articles used or useful in connection therewith.

To buy, lease, and otherwise acquire personal property, lands and interest in lands of every kind and description, wheresoever situate; to buy, lease and otherwise acquire, and to construct, remodel and erect buildings and structures in and on such lands for any use or purpose; to hold, own, improve, develop, maintain, operate, let, lease, mortgage, sell or otherwise dispose of such property or any part thereof.

To borrow money for any of the purposes of this corporation, and to issue bonds, debentures, notes and other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of the corporation, either real or personal, or to issue bonds, debentures, debenture stock, notes or other obligations without any such security.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all rights and privileges of ownership, inclusive of the right to vote thereon, to the same extent as a natural person might or could do.

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To organize, or cause to be organized, under the laws of the State of Ohio, or any other state, territory or country or the District of Columbia, a corporation or corporations, for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

To acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or corporation carrying on any business which this corporation is authorized to carry on or possessed of any property suitable for the purpose of this corporation.

To acquire the good will rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds, 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 all the powers necessary or convenient in and about the conduct and management of such business.

To purchase, hold, sell and transfer shares of its own capital stock (of any class), bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and provided further that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

To do any and all things which are necessary or incidental to carry out any and all of the above designated purposes and to do any and all things which are permitted under the laws of the State of Ohio for a corporation to do and/or perform.

FOURTH. The maximum number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750) shares, all of which shall be common stock without par value and all possessing voting power.

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No holder of shares of this corporation of any class shall have any preemptive right or preferential right of subscription to shares of the corporation of any class, whether now or hereafter authorized, or to any obligations convertible into shares of this corporation, nor any right of subscription to any thereof, other than such, if any, as the Board of Directors in its discretion may from time to time determine, at such prices as the Board of Directors may from time to time fix pursuant to the authority conferred by these Articles of Incorporation.

FIFTH. The amount of capital of this corporation at the time of filing of these Articles of Incorporation is Thirty Thousand Dollars ($30,000.00).

SIXTH. The Corporation agrees to and shall indemnify any person who may be indemnified as designated in Ohio Revised Code Section 1701.13(E)(1) through (8) as it presently exists or may hereafter be amended, to the extent not covereed by any liability insurance, and subject to the terms, conditions, and procedures set forth therein; the said Section being incorporated herein as fully set forth, to include all future amendments thereto. In accordance with Ohio Revised Code Section 1701.13(E)(7) the Board of Directors of the corporation shall have the power to purchase and maintain insurance in an amount and on any person specified in Section 1701.13(E)(7) the Board, in its discretion, deems suitable.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 16th day of November, 1979.

AXIS CORPORATION

Maurice J. Leen, Jr.

Paul E. Zimmer

Glenna A. Breig

INCORPORATORS

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Secretary of State

E0676-1216

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of

AXIS CORPORATION
(Name of Corporation)

hereby appoint Maurice J. Leen, Jr.
(Name of Agent)

(a natural person resident in this state) ~~(a corporation having a business address in this state)~~ (~~strike out one 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 2700 Winters Bank Tower (Street or Avenue), Dayton (City or Village),

Montgomery County, Ohio, 45423 (Zip Code).

AXIS CORPORATION

Maurice J. Leen, Jr.

Paul E. Zimmer

Gleona A. Breig

(Incorporators names should be typed or printed beneath signatures)

Dayton, Ohio

November 16th, 19 79

AXIS CORPORATION
(Name of Corporation)

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

(Signature of Agent)
Maurice J. Leen, Jr.

By _____
(Signature of Officer Signing and Title if Agent is a Corporation)

REMARKS: ALL ARTICLES OF INCORPORATION MUST BE ACCOMPANIED BY AN ORIGINAL APPOINTMENT OF AGENT. THERE IS NO FILING FEE FOR THIS APPOINTMENT.

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PICKREL, SCHAEFFER AND EBELING
LAWYERS
2700 WINTERS BANK TOWER
DAYTON, OHIO 45423
AREA CODE 513
223-1130

E0676-1217

JACK F. PICKREL
MAURICE J. LEEN, JR.
BRADLEY SCHAEFFER
RICHARD H. PACKARD
GORDON H. SAVAGE
FRANK M. ROOT, JR.
JOHN P. McHUGH
WENDELL D. SELLERS
JAMES F. BARNHART
DONALD G. SCHWELLER
HARRY G. EBELING
THOMAS J. HARRINGTON
PAUL J. WINTERHALTER
R. PETER FINKE

ROBERT G. LELAND
R. L. COUSINEAU
WILLIAM L. HAVEMANN
WILLIAM R. NEALE
PAUL E. ZIMMER
RICHARD J. HOLZER
ALAN B. SCHAEFFER
RONALD E. REICHARD
BETH W. SCHAEFFER
JEFFREY A. WINWOOD
WILLIAM B. LYNCH
JANET K. COOPER

November 16, 1979

CORRESPONDENCE

Secretary of State
Corporation Section
State House
Columbus, Ohio 43316

Dear Sir:

Enclosed for filing in your office are the Articles of Incorporation and Original Appointment of Agent for AXIS CORPORATION, together with our check in the amount of $75.00 as filing fee.

Very truly yours,

PICKREL, SCHAEFFER & EBELING

Maurice J. Leen, Jr.

MJL:gb
Encl.

RECEIVED
'79