



State of Ohio
Department of State

Date 10/27/80

E824-0211

Number 563150

Anthony J. Celebrezze, Jr.
Secretary of State

Receipt No. 77314

E824-0211 023

Received of
or filed by BERNARD COHEN

The sum of \$ 75.00 for filing ARF of

ACE IRON & METAL COMPANY

Returned to: 77314

BERNARD COHEN
16 E. BROAD ST., #701
COLUMBUS, OH 43215

ARF \$ 75.00

Name:
ACE IRON & METAL COMPANY

Total Fee: \$ 75.00

RECEIPT

E824-0212



Department of State

The State of Ohio**Anthony J. Celebrezze, Jr.**
Secretary of State

563150

 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

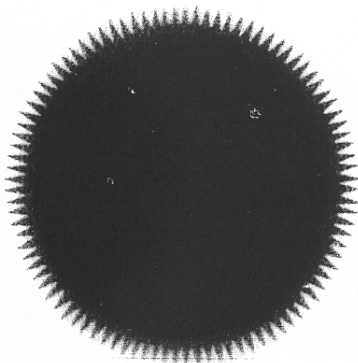
of:

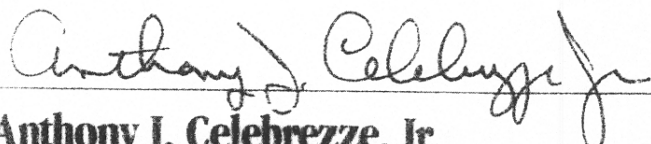
ACE IRON & METAL COMPANY

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

Recorded on Roll E824 at Frame 0213 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 23RD day of OCT,
A.D. 19 80.




Anthony J. Celebrezze, Jr.
Secretary of State

E824-0213

ARTICLES OF INCORPORATION
OF
ACE IRON & METAL COMPANY

APPROVED

By DP MKDate 10-13-80Amount 75.00

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, does hereby certify:

FIRST: The name of said corporation shall be Ace Iron & Metal Company.

SECOND: The place in Ohio where its principal office is to be located is in the City of Columbus, County of Franklin and State of Ohio.

THIRD: The purposes for which it is formed are: To engage in any lawful act or activity for which a corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750).

FIFTH: The amount of capital with which this corporation will begin business is Five Hundred Dollars and No Cents (500.00).

Shares which are not issued pursuant to subscription taken by incorporators may be issued or agreed to be issued at any time, from time to time, for such consideration or considerations as may be fixed by the Board of Directors. Pre-emptive rights shall attach to all shares of stock not issued

E824-1214

-2-

pursuant to subscription taken by incorporators and to such shares of stock as have been reacquired by the corporation from time to time.

Any shares of stock issued by this corporation, consideration of which has been fixed by the incorporators or by the Board of Directors, and such consideration has been paid or delivered, shall be fully paid and nonassessable.

SIXTH: The following provisions are hereby agreed to for the purposes of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors, or of the shareholders, or of any class of shareholders, or for the purpose of creating and defining rights and privileges of the shareholders among themselves.

A director or an officer of this corporation shall not be disqualified from dealing or contracting with the corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract, or act of this corporation be void or voidable or in any way affected or invalidated by the fact that any director or any firm of which any director is a shareholder, director or officer is in any way interested in such transaction or contract or act provided, the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be

E824-215

-3-

accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any such contract or transaction or act and may vote thereat to authorize, ratify or approve any such contract or transaction or act with like force and effect as if he or any firm of which he is a member of any corporation of which he is a shareholder, director or officer, were not interested in such transaction or contract or act.

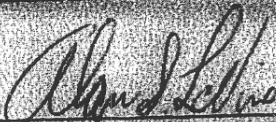
SEVENTH: Every person who is or has been a director or officer of the corporation shall be indemnified by it against expenses and liabilities reasonably incurred by him in connection with either (1) any action, suit or proceeding to which he may be a party-defendant or (2) any claim of liability asserted against him, by reason of his having been a director or officer of the corporation. Without limitation, the term "expense" shall include any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself. The corporation itself, shall not, however,

E824-216

-4-

indemnify any director or officer, nor in the case of a settlement unless such settlement shall be found to be in the interest of the corporation, (1) by the Court having jurisdiction of the action, suit or proceeding against such director or officer or of a suit involving his right to indemnification, or (2) by a majority of the directors of the corporation then in office other than those involved (whether or not such majority constitutes a quorum) or, if there are not at least two directors of the corporation then in office other than those involved, by majority of a committee (selected by the Board of Directors of five or more shareholders of the corporation who are not directors or officers) provided that such indemnity in case of a settlement shall not be allowed by such directors or committee of shareholders unless it is found by independent legal counsel that such settlement is reasonable in amount and in the interest of the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of October, 1982



ALAN S. LEVINE

E824-217

Prescribed by
Anthony J. Celebrezze, Jr.
Secretary of State

C-103

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of
ACE IRON & METAL COMPANY

(Name of Corporation)

hereby appoint Alan S. LeVine

(Name of Agent)

(a natural person resident in this state) or (a corporation having a business address in this state) ~~(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 5877 Rockhill Road, Columbus
(Street or Avenue) (City or Village)

Franklin County, Ohio, 43219
(Zip Code)


ALAN S. LEVINE

(Incorporators names should be typed or printed beneath signatures)

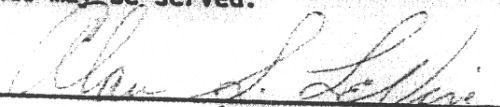
Columbus, Ohio

October 23, 1980

ACE IRON & METAL COMPANY

(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)

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.