



State of Ohio
Department of State

Anthony J. Celebrezze, Jr.
Secretary of State

Date 6/04/82

Number 216007

Receipt No. 169156

F081-1107 192

Received of KATZ, TELLER, BRANT & HILD CO.
or filed by

F0081-1107

The sum of \$ 110.00 for filing AND INC of

COHEN BROTHERS, INC.

Returned to: 169156

AND \$ 110.00

KATZ, TELLER, BRANT & HILD CO.
ATT: M. J. JAHNKE
432 WALNUT ST.
CINCINNATI, OH 45202

Name:
COHEN BROTHERS, INC.

Total Fee: \$ 110.00



Department of State

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

F0081-1108

216007

 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: AMD INC

of:

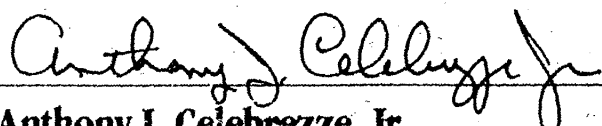
COHEN BROTHERS, INC.

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

Recorded on Roll F081 at Frame 1109 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 1ST day of JUNE,
A.D. 1982.




Anthony J. Celebrezze, Jr.
Secretary of State

F081-1109

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF COHEN BROTHERS, INC.

216007
APPROVED
By SP
Date 6-1-82
Amount 110.00

The undersigned, being the duly elected President and
Secretary of Cohen Brothers, Inc. do hereby certify that:

(A) The following Resolution was adopted by the Shareholders
of the Corporation as of May 24, 1982:

RESOLVED, that Article Fourth of the Articles of
Incorporation of this Corporation be amended to read:
The maximum number of shares which the Corporation is
authorized to have outstanding is 1,000, all of which
shall be common shares without par value.

(B) That said Resolution was adopted by the unanimous
written consent of the Shareholders of the Corporation pursuant
to Section 1701.54 of the Ohio Revised Code.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment of Articles of Incorporation this
24th day of May, 1982.

Wilbur M. Cohen
Wilbur M. Cohen, President

Robert M. Dumes
Robert M. Dumes, Secretary

F0081-1110

KATZ, TELLER, BRANT & HILD Co., L.P.A.

ATTORNEYS AT LAW

1400 THE STATE BUILDING
432 WALNUT STREET
CINCINNATI, OHIO 45202
(513) 781-4332

May 28, 1982

NEUVEN J. KATZ
JEROME S. TELLER
JOSEPH A. BRANT
GUY M. HILD
RONALD J. COREY
ROBERT A. PITCAIRS, JR.
ROBERT E. BRANT
GREGORY R. WILSON
JAMES F. MCDANIEL
ANDREW R. BERGER
MARK J. JAHNKE

Ohio Secretary of State
State Office Tower
14th Floor
Columbus, Ohio 43216

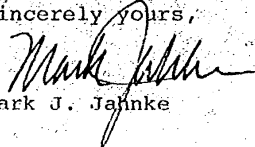
Re: Cohen Brothers, Inc.

Dear Sir:

I have enclosed a Certificate of Amendment of Articles of Incorporation for the above referenced corporation. The enclosed Certificate of Amendment provides for an increase in the number of authorized shares of the corporation from 250 to 1,000. Also enclosed is our firm's check in the amount of \$110.00 to cover your fees in connection with the filing of the enclosed Certificate. Please return the filed Certificate to the undersigned.

Thank you for your assistance.

Sincerely yours,


Mark J. Jahnke

MJJ/klb
Enclosures