



State of Ohio
Department of State

Date 6/14/82

Number 595816

Anthony J. Celebrezze, Jr.
Secretary of State

Receipt No. 170463

F085-1224 092

Received of
or filed by SANTEN, SANTEN & HUGHES CO.

The sum of \$ 75.00 for filing ARF of
ASSOCIATED PREMIUM CORPORATION

Returned to: 170463

SANTEN, SANTEN & HUGHES CO.
ATT: K.W. CRANE
105 E. FOURTH ST., #916
CINCINNATI, OH 45202-4080

ARF \$ 75.00

Name:
ASSOCIATED PREMIUM CORPORATION

Total Fee. 75.00



Department of State

The State of Ohio

Anthony J. Celebrezze, Jr.
Secretary of State

F085-1224

595816

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:

ASSOCIATED PREMIUM CORPORATION

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

Recorded on Roll F085 at Frame 1226 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 JUNE,

A.D. 19 82.



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

F085-1226

ARTICLES OF INCORPORATION
OF
ASSOCIATED PREMIUM CORPORATION

DL *[Signature]*
6/10/82
75.00

The undersigned, desiring to form a corporation for profit under the provisions of Title XVII, of the Revised Code of Ohio, hereby certifies:

FIRST: The name of the corporation shall be Associated Premium Corporation.

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

THIRD: The purpose for which it is formed is:

To carry on or undertake any business, activities, or transactions in the State of Ohio, in any other State of the United States, or in any foreign country, which a corporation may lawfully carry on or undertake under the General Corporation Law of Ohio and under the laws of such other state or foreign country.

The corporation reserves the right, by action of its shareholders or otherwise, to amend these Articles, to reorganize, to sell, lease or otherwise dispose of all or substantially all of its property or assets, and to consolidate or merge with another corporation, and no dissenting shareholder shall, in any such case, or in any other case, have the right to be paid the fair cash value of his or her shares.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 500, all of which shall be common shares without par value.

Said shares may be issued pursuant to subscriptions taken by the incorporator, for such amount of consideration as may be specified by the incorporator, and after organization, shares without par value now or hereafter authorized, may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same time or different times, and may determine that only a part or portion of the amount or amounts of a consideration for which as fixed by the incorporator, or by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable. The above

FOCS: 1237

stock is being authorized and shall be issued so as to qualify such stock under the provisions of present Section 1244 of the Internal Revenue Code of 1954, and shall be offered and sold at an aggregate price not to exceed One Million Dollars (\$1,000,000.00). All such qualifying provisions of said section shall be applicable.

FIFTH: The amount of capital with which the corporation will begin business is \$500.00.

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of stated capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation or other securities of the corporation, to such extent or amount, and in such manner and upon such terms, as the Board of Directors shall deem expedient.

SEVENTH: Notwithstanding any provisions of the Revised Code of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this 10th day of JUNE, 1982



Martin J. Horwitz, Incorporator

ORIGINAL APPOINTMENT OF AGENT

F085-1228

KNOW ALL MEN BY THESE PRESENTS, That on this 10th day of JUNE, 1982, Martin J. Horwitz, of 105 East Fourth Street, Suite 916, Cincinnati, Hamilton County, Ohio 45202, a natural person and resident of said county, being the county in which the principal office of Associated Premium Corporation is located, is hereby appointed as the person on whom process, tax notices and demands against said Associated Premium Corporation may be served.

ASSOCIATED PREMIUM CORPORATION

By Martin J. Horwitz
Martin J. Horwitz, IncorporatorASSOCIATED PREMIUM CORPORATION
CINCINNATI, OHIO

Gentlemen:

I hereby accept the appointment as the representative of your company upon whom process, tax notices or demands may be served.

Martin J. Horwitz
Martin J. Horwitz, Agent

SANTEN, SANTEN & HUGHES CO., L.P.A. 1085-1229

SUITE 916

105 EAST FOURTH STREET
CINCINNATI, OHIO 45202-4080

(513) 721-5541

*ALSO ADMITTED IN KENTUCKY
**ALSO ADMITTED IN FLORIDAHERMAN W. SANTEN (1920-1965)
WILLIAM E. SANTEN
HARRY H. SANTEN
KENNETH R. HUGHES
FRANKLIN A. KLAINE, JR.
WILLIAM D. SINGER
DONALD L. WILEY
GARY R. HOFFMANN
DAVID E. HILLS
MARTIN J. HORWITZ
CHARLES M. MEYER**
ROBERT J. GELRING*
JOHN D. HOLSCHUH, JR.
PHILIP K. CONEJUNE
May 10, 1982

JUN 10 1982

ANTHONY J. GLENZ, JR.
SECRETARY OF STATESecretary of State
State Office Tower - 14th Floor
30 E. Broad Street
Columbus, OH 43215

Dear Sir:

Enclosed please find Articles of Incorporation for the new corporation Associated Premium Corporation, for filing with your office. I have also enclosed a check in the amount of \$75 to cover the filing fee for the same.

I verified that the name was available in a telephone conversation with Ken Downing, of your office, today.

I would appreciate prompt notification of the filing of the enclosed.

In the meantime if you have any questions, please feel free to call.

Yours very truly,

SANTEN, SANTEN & HUGHES CO., L.P.A.

Karen W. Crane
Karen W. Crane
Corporate ParalegalKWC:mmc
Enclosure