

State of Ohio
Department of State

Sherrill Brown
Secretary of State

Number 65851

Receipt No. 10434

FS05-0739 0249

Received of DAVID R. SMITH
or filed by 75.00 for filing ARF

10434 0779 of

The sum of \$
TOPPS PRODUCTIONS INC.

ARF \$ 75.00

Returned to:
DAVID R. SMITH
965 BRAINARD RD.
HIGHLAND HTS., OH 44133

10434

RECEIPT

Total Fee: \$ 75.00

Name:
TOPPS PRODUCTIONS INC.



Department of State

The State of Ohio

F505-0780

Sherrod Brown

Secretary of State

639351

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: ARE

_____ of:
TOPPS PRODUCTIONS INC.

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

Recorded on Roll F 505 at Frame 0780 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 AUG,
A.D. 1986.



Sherrod Brown
Sherrod Brown
Secretary of State

C-101. Prescribed by Secretary of State -- Anthony J. Celebrezze, Jr.

F0505-0781

Articles of Incorporation

-- OF --

APPROVED
FOR FILINGBy [Signature]
Date 8-10-81
Amount 7500

TOPPS PRODUCTIONS INC.

(Name of 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 said corporation shall be

TOPPS PRODUCTIONS INC.

SECOND. The place in Ohio where its principal office is to be located is

1325 So. Belvoir Blvd. So. Euclid, Ohio 44121

Cuyahoga County

(City, Village or Township)

THIRD. The purposes for which it is formed are:

(1) To contract out computer management, computer programs and training. Any and all areas relating to Telecommunications and Word Processing.

(2) To acquire, own, hold, use, lease, mortgage, pledge, exchange and dispose of property of all kinds, whether real, personal or mixed wherever situated, including shares of stock, bonds, debentures, notes, script, securities, interest in real estate, evidences of indebtedness, contracts and obligations of any corporation, association, firm or individual.

(3) To enter into, promote or conduct any kind of business contract or undertaking, by itself or in combination with any person, firm or Corporation whether or not related to any business, contracts, or undertakings in which the corporation may then be engaged, and for such purposes to acquire, takeover and dispose of any or all of the stock, goodwill, or assets of any corporation, association, partnership, trustee, syndicate, combination, organization, firm, individual or other entity, domestic or foreign, to assume any and all of their obligations and participate in any way in their affairs.

(4) In general, to carry on and engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of the State of Ohio.

The Corporation reserves the right at any time and from time to time to substantially change its purposes in any manner, now or hereafter permitted by statute. Any change of the purposes of the corporation authorized or approved by the holder of shares entitled to exercise the proportion of the voting power of the corporation now or hereafter required by statute or by Articles of Incorporation of the corporation for such authorization or approval shall be binding and conclusive upon every shareholder or the corporation as fully as if such shareholders had voted therefor; and no shareholders, notwithstanding that he may have voted against such change of purpose or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

F0505-0782

FOURTH. The number of shares which the corporation is authorized to have outstanding is

Five Hundred (500)

FIFTH. The amount of stated capital with which the corporation shall begin business is

Five Hundred -----Dollars (\$ 500.00).

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 9th day

of August, 1931.

Topps Productions Inc.

 (Name of Corporation)
 TOPPS PRODUCTIONS INC.
Wendy Shapiro

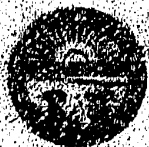
 WENDY SHAPIRO
Edward Shapiro

 EDWARD SHAPIRO

(INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

N. B. Articles will be returned unless accompanied by form designating statutory agent. See Section 1701.07, Revised Code of Ohio.

F0505-0783



Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of TOPPS PRODUCTIONS INC.
(Name of Corporation)

_____ hereby appoint David R. Smith to be statutory agent
(Name of Agent)

upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 965 Brainard Road
(Street)

Highland Heights
(City or Village)

Cuyaboga

County, Ohio 44193
(Zip Code)

Date: August 9, 1984

Wendy Shapiro
(Incorporator)

Wendy Shapiro

Edward Shapiro
(Incorporator)

Edward Shapiro

(Incorporator)

(Incorporator)

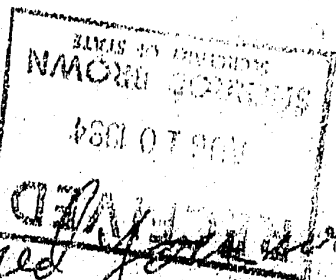
Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).

F0505-0784

DAVID R. SMITH
OHIO PUBLIC ACCOUNTANT - TAX CONSULTANT
965 BRAINARD ROAD
HIGHLAND HEIGHTS, OHIO 44143

NOTARY PUBLIC



TELEPHONE: 449-0433

8-9-84

Enclosed ~~you~~ will find completed
Order of Incorporation & Secretary Report forms.
Please return all filed papers &
information to:
→ David R. Smith CPA
965 Brainard Rd.
Highland Hts, Ohio 44143

Attached hereto is a check for \$76.

Mundy Shapiro
Edward Shapiro