

State of Ohio
Department of State

Sherrill Brown
Secretary of State

Date 9/13/84

Number 640798

Receipt No. 16872

F521-0119 0009

Received of SEIKEL & STINSON
or filed by

The sum of \$ 75.00 for filing ARF

F0521-0119 of

H. E. STONE, INCORPORATED

Returned to:

16872

ARF \$ 75.00

SEIKEL & STINSON
ATT: R.C. STINSON
2130 ILLUMINATING BLVD
CLEVELAND, OH 44113

RECEIPT

Name:

H. E. STONE, INCORPORATED

Total Fee: \$ 75.00



Department of State

F0521-0120

The State of Ohio

Sherrod Brown
Secretary of State

640798

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:

H. E. STONE, INCORPORATED

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

Recorded on Reel 1121 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 21 day of SEP.

A.D. 1933



Sherrod Brown

Sherrod Brown
Secretary of State

F0521-0121

APPROVED

By ELDate 9-7-84Amount 75.00

ARTICLES OF INCORPORATION

OF

H. E. STONE, INCORPORATED

The undersigned, who desires to form a corporation for profit under the Ohio Revised Code, does hereby certify:

FIRST: The name of said corporation shall be,

H. E. STONE, INCORPORATED

SECOND: The place in the State of Ohio where its principal office is to be located is Bainbridge Township, in Geauga County.

THIRD: The purpose for which it is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is seven hundred and fifty (750), all of which shall be common shares without par value.

FIFTH: No holder of shares of the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class whether such shares or such class be now or hereafter authorized.

SIXTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SEVENTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds of the voting

F0521-0122

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 of shares thereof.

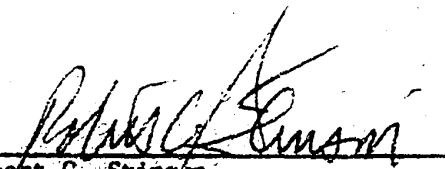
EIGHTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed to all the directors, or to such members thereof as shall be present at any meeting of the Board of Directors at which action upon such transaction or act shall be taken; nor shall any director or officer be accountable or responsible to the corporation for any loss or damage of any such transaction, contract or act of the corporation, in so far as it is sustained by him by reason of the fact that he or she is a member, or any corporation of which he is a shareholder, director or officer, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be present 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 of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is

F0521-0123

a shareholder, officer or director, were not interested in such transaction, contract or act.

NINTH: The amount of capital with which the corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of September, 1984.


Robert C. Stinson
Sole Incorporator

F0521-0124

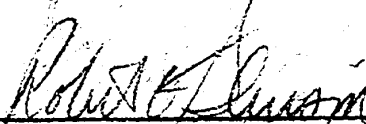
H. E. STONE, INCORPORATED
ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of

H. E. STONE, INCORPORATED

hereby appoints ROBERT C. STINSON, ESQ., a natural person resident of the State of Ohio, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is:

ROBERT C. STINSON, ESQ.
SEIKEL & STINSON
2130 The Illuminating Building
55 Public Square
Cleveland, Ohio 44113
CUYAHOGA COUNTY


Robert C. Stinson
Sole Incorporator

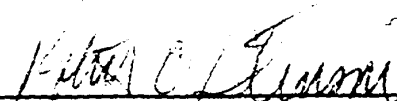
* * *

Cleveland, Ohio
September 5, 1984

H. E. STONE, INCORPORATED
Brainbridge Township, Ohio

Gentlemen:

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


ROBERT C. STINSON

F0521-0125

SEIKEL & STINSON
ATTORNEYS AT LAW
2130 THE ILLUMINATING BUILDING
55 PUBLIC SQUARE
CLEVELAND, OHIO 44113
(216) 781-2130

OLIVER E. SEIKEL
ROBERT C. STINSON
DEBORAH L. KAMAT

September 5, 1984

Secretary of State of Ohio
30 East Broad Street
14th Floor
Columbus, Ohio 43215

SUBJECT: Incorporation of H. E.
Stone, Incorporated

Gentlemen:

Enclosed herewith in connection with the above captioned matter please find the following:

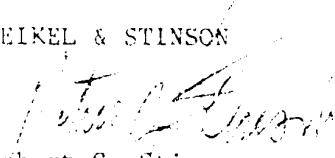
- (a) Original copy of Articles of Incorporation of H. E. Stone, Incorporated, with Original Appointment of Statutory Agent attached; and,
- (b) Seikel & Stinson check in the amount of \$75.00 representing the filing fee in this matter.

Please provide us with your usual certificate at your earliest possible convenience.

If there are any questions, please do not hesitate to contact me.

Cordially,

SEIKEL & STINSON


Robert C. Stinson

RCS/dm
Encs.

cc: ~~Mr.~~ Harry E. Stone (w. enc.)