DOC ID ----> F809_1039

State of Ohio
Department of State

F0809-1039

Sherrod Brown
Secretary of State

Date 1/15/86

Number 294000

Receipt No. 47964

F809-1039 0063

Received of or filed by CALHOUN, BENZIN, KADEMENOS & HEICHEL

The sum of $ 38.00 for filing AMD AGS of

J.M. COUSINS CO. INC.

AMD		35.00
AGS	$	3.00
Total Fee:	$	38.00

Returned to: 47964
CALHOUN, BENZIN, KADEMENOS & HEICHEL
ATT:W.D.HEICHEL
6 W. THIRD ST., #200
MANSFIELD, OH 44902

RECEIPT

Name:
J.M. COUSINS CO. INC.

DOC ID ----> F809_1039

F809-1040

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

294000

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 AGS

of:

J.M. COUSINS CO. INC.

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

Recorded on Roll F809 at Frame 1041 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 26TH **day of** DEC **,**

A.D. 19 85 **.**

Sherrod Brown

Sherrod Brown
Secretary of State

DOC ID ----> F809_1039

FCS 79-1041

294000
APPROVED
by BB
Date 12/24/85
Amount $35.

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
J. M. COUSINS CO. INC.

Abe M. Senser, President and Lillian Senser, Secretary of J. M. Cousins Co. Inc., with its principle office located at P.O. Box 787, Crawford Avenue, Mansfield, Ohio, do hereby certify that in a writing dated November 27, 1985, signed under the provisions of Section 1701.54 of the Ohio Revised Code by all of the Shareholders who would be entitled to notice of a meeting held for such purpose, the following resolutions were adopted to amend the articles:

RESOLVED, That the Fourth Article of Incorporation of J. M. Cousins Co. Inc., be amended to read as follows:

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Two Thousand Four Hundred Thirty (2,430), consisting of Eight Hundred Ten (810) Class A common shares without par value and One Thousand Six Hundred Twenty (1,620) Class B common shares without par value. The express terms and provisions of the shares of each class are as follows:

The relative rights, privileges, and limitations of the Class A common shares shall be in all respects identical share for share except that the Class A shares shall possess all the voting power for the election of directors and for all other purposes. Class B common stock shall be non-voting stock and shall not possess, except as shall otherwise be required by law, any voting power for the election of directors or for any other purposes.

Distributions of either Class A common shares or Class B common shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 27th day of November, 1985.

Abe M. Senser, President

Lillian Senser, Secretary

DOC ID ----> F809_1039

F0839-1042

Form AGS, August 1983
Prescribed by Sherrod Brown
Secretary of State

Charter # 294000
By [illegible]
Date 12/26/85
Fee $3.00

Subsequent Appointment of Agent

J. M. Cousins Co. Inc. (Name of Corporation) hereby appoints Lillian Senser (Name of New Agent) of 512 Stewart Lane (Street), Mansfield (City, Village or Township), Richland County, Ohio, 44907 (Zip Code), to succeed Arthur W. Negin (Name of Former Agent) as agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

Date: November 27, 1985

By * Abe M. Senser

Name and Title of Person Signing: Abe M. Senser
President

(Chairman of the Board, President, Vice-President, Secretary or Assistant Secretary)
(Strike out inapplicable title)

Instructions

1) 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 profit 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).

2) A subsequent appointment of agent must be signed by the chairman of the board, the president, a vice-president, the secretary or an assistant secretary. R.C. 1701.07(L)

3) The agent's complete street address must be given; a post office box is not acceptable. R.C. 1701.07(C), 1702.06(C).

4) The filing fee for a subsequent appointment of agent is $3.00. R.C. 1701.07(M), 1702.06(L).

DOC ID ----> F809_1039

F0809-1043

Secretary of State
Sherrod Brown

RECEIVED 1985

Date December 18, 1985 DEC 20

To: William D. Heichel
Calhoun, Benzin, Kademenos & Heichel
6 West Third St., Suite 200
Mansfield Ohio 44902

RE: J.M. COUSINS CO. INC. (Charter 294000)

Dear Sir or Madam:

The enclosed document is being returned unfiled for the following reason (or reasons):

a) Mr. Arthur W. Negin is named as Secretary on the first line of the certificate, but the document is signed by Lillian Senser as Secretary;

b) A post office box is not acceptable for the statutory agent where the city has a population of more than 2,000. Please furnish a specific number for the Crawford Avenue address.

RECEIVED
DEC 26 1985
SHERROD BROWN
SECRETARY OF STATE

If you have any questions, feel free to contact our office.

Sincerely,
Sherrod Brown
Secretary of State

By: Bruce S. Gallo
Corporations Counsel

BSG:at
Encls
Cert of amd
Sub Apptmt of Agent
$38.00 ck

CORRESPONDENCE

14th Floor State Office Tower Columbus, Ohio 43266-0418 614/466-2530