



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 2/13/86

Number 571220

Receipt No. 56555

F831-1198 0004

F831-1198

Received of ROBERT E. GIFFIN CO.
or filed by

The sum of \$ 75.00 for filing ARF of

LICKING FAIRFIELD CORPORATION

Returned to:

ROBERT E. GIFFIN CO.
ATT: R. E. GIFFIN
350 E. BROAD ST., #500
COLUMBUS, OH 43215

56555

ARF \$ 75.00

RECEIPT

Name:
LICKING FAIRFIELD CORPORATION

Total Fee: \$ 75.00



Department of State

The State of Ohio

Sherrod Brown

Secretary of State

671220

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 _____ A&E _____

of:

LICKING FAIRFIELD CORPORATION

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

Recorded on Roll _____ 551 _____ at Frame _____ 1220 _____ 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 _____ day of FEB ,

A.D. 19____.



Sherrod Brown

Sherrod Brown

Secretary of State

F0546 1231

SIXTH: The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the 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, and without action by the shareholders, to sue and supply surplus, or any part thereof, or such part of the stated capital of the Corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereafter enacted, 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, script, 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: A Director or Officer of the Company shall not be disqualified by his office from dealing or contracting with the Company as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the Company shall be void or voidable or in any way affected or invalidated by reason of the fact that any Director or Officer of any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer of the Company is a Trustee or Beneficiary, is in any way interested in such transaction or contract or act of the Company or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any Corporation of which he is a Shareholder, Director or Trustee, or any trust of which he is a Trustee or Beneficiary, is interested in such transaction or contract or act; provided the fact that such Director or Officer or such firm or Corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any Director may be accounted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act,

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and any officer of the company may take any action within the scope of his authority, respecting such contract or 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 a Shareholder, Director, or Trustee, or any trust of which he is a Trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a Director or Officer of the Company has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

EIGHTH: Except as otherwise provided herein, every person who is or has been a Director or Officer of the Company and his heirs and legal representatives is hereby indemnified by the company against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit, or proceeding to which he may be a party defendant, or (2) any claim of liability asserted against him, by reason of his being or having been a Director or Officer of the company. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the Company itself. The company shall not, however, indemnify any Director or Officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such Director or Officer, nor in the case of a settlement, unless such settlement shall be found to be in the interest of the company by (1) the court having jurisdiction of the action, suit or proceeding against such Director or Officer, or of a suit involving his right to indemnification, or (2) a majority of the Directors of the Company then in office other than those involved in such matter (whether or not such majority of a committee constitutes a quorum), or if there are not at least two (2) Directors of the company then in office, other than those involved in such matter, by a majority of a committee (selected by

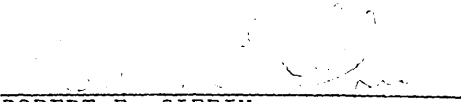
F831-12-2

holders of the company who are not Directors or Officers, provided that such indemnity in case of a settlement shall not be allowed by such Directors or Committee of Shareholders unless it is found by independent legal counsel (meaning a lawyer who is not a Director, Officer or employee of the company and is not a partner or professional associate of a Director, Officer or employee of the company) that such settlement is reasonable in amount and in the interest of the company.

The foregoing right of indemnification shall be in addition to all rights to which any such Director or Officer may be entitled as a matter of law.

Each person (including a Director or Officer of the company) who, at the request of the Company, acts as a Director or Officer of any other corporation in which the company owns shares or of which it is a creditor, may, by action of the Board of Directors, be indemnified by the Company to the same extent that Directors and Officers of the Company are indemnified by this Article Eighth.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of January, 1986.


ROBERT E. GIFFIN

INCORPORATOR

F831-1198

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of

LICKING FAIRFIELD CORPORATION

hereby appoints JAMES E. PARRISH, a natural person in the County in which notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is:

JAMES E. PARRISH
13640 Lancaster-Newark Road
Millersport, Ohio 43046

ROBERT E. GIFFIN

INCORPORATOR

Date: January 31, 1986

Columbus, Ohio

GENTLEMEN:

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

James E. Parrish
James E. Parrish

DATED: January 31, 1986

105-1125

Robert E. Giffin Co., L.P.C.
Attorney and Counselor at Law
350 East Broad Street, Suite 300
Columbus, Ohio 43215
January 31, 1986

ROBERT E. GIFFIN

TELEPHONE 228-1222
AREA CODE 614

Sherrod Brown
Secretary of the State
of Ohio
30 East Broad St.,
14th Floor
Columbus, Ohio 43215

RE: Licking Fairfield Corporation

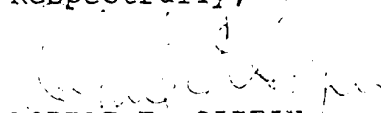
Dear Sir :

Enclosed please find the following in connection with the captioned new corporation:

1. Article of Incorporation;
2. Appointment of Agent and Acceptance;
3. Check in the amount of \$75.00 for filing fees.

Please file same and return to the undersigned. Thank you for your cooperation in this matter.

Respectfully,


ROBERT E. GIFFIN

REG/bkm

encl.

*Called Mr. Giffin
Says must return
in return 2.
7/14*