



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 4/10/86

Number 240525

Receipt No. 70158

F866-0592 0373

Received of
or filed by ULMER, BERNE, LARONGE, GLICKMAN ET AL

F0866-0592

The sum of \$ 85.00 for filing AND INC CHV of

MANTUA MANUFACTURING CO.

Returned to:

70158
ULMER, BERNE, LARONGE, GLICKMAN ET AL
ATT: S.T. KOENIG
1300 E. NINTH ST.
CLEVELAND, OH 44114-1583

RECEIPT

AND \$ 85.00
INC
CHV

Name:
MANTUA MANUFACTURING CO.

Total Fee: \$ 85.00



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

RECORDED

240525

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 AND INC CHV

of:

MANTUA MANUFACTURING CO.

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

Recorded on Roll F866 at Frame 1594 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 APRIL,
A.D. 19 _____



Sherrod Brown
Sherrod Brown
Secretary of State

F0866-0594

240525
APPROVED
By AD
Date 4-10-86
Amount 85.-

CERTIFICATE OF ADOPTION OF
AMENDMENT TO THE ARTICLES OF INCORPORATION OF
MANTUA MANUFACTURING CO., AS AMENDED

The undersigned, Hyman L. Weintraub and Frances W. Lasky, being President and Secretary, respectively, of MANTUA MANUFACTURING CO., an Ohio corporation, do hereby certify that the following resolutions were duly adopted and approved on February 1, 1986 by Action by Unanimous Written Consent of Shareholders of the Corporation pursuant to the provisions of Section 1701.54 of the Ohio Revised Code, and that the same are in full force and effect.

BE IT RESOLVED that Article FOURTH of the Articles of Incorporation, as amended, of Mantua Manufacturing Co., be deleted in its entirety and the following Article FOURTH be substituted therefor:

"FOURTH

- A. The number of shares of all classes which the Corporation is authorized to have outstanding is two thousand (2,000) common shares, without par value, which shall be classified as follows:
1. One thousand (1,000) shares shall be Class A common shares, without par value; and
 2. One thousand (1,000) shares shall be Class B common shares, without par value.
- B. The holders of Class A common shares shall have exclusive voting power in all shareholder matters, except as otherwise required by law; and each Class A common share shall entitle

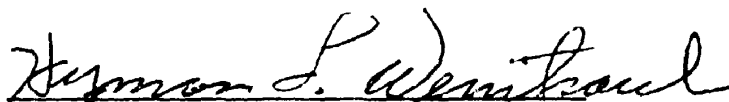
F0866-0592

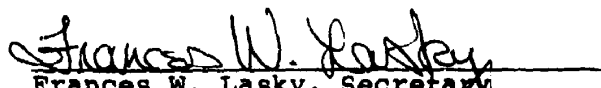
the holder thereof to one vote. The holders of Class B common shares shall have no voting power whatsoever (except to the extent required by law), and shall not be entitled to receive notice of any meeting of shareholders (except where the vote of such Class B common shares may be required by law).

- C. For all other purposes, the powers, preferences, rights (including, without limitation, the right to dividends and to distributions upon liquidation), limitations and restrictions with respect to Class A common shares and Class B common shares shall be identical.
- D. Notwithstanding any provision of any of the laws of Ohio, now or hereafter in force, requiring for any purpose any action to be taken by the holders of a class of shares entitling them to exercise two-thirds of the voting power of such class, such action may be taken by the affirmative vote or consent of the holders of a majority of the shares of such class then outstanding and voting separately as a class.
- E. There are currently issued and outstanding a total of eight hundred sixty-four (864) common shares, without par value, of the Corporation. Each such common share shall, upon the effective date of this Amendment, be converted into and exchanged for one (1) Class A common share and one (1) Class B common share; and thereupon new certificates for Class A common shares and Class B common shares shall be issued in exchange for and upon surrender of the Corporation's existing share certificates evidencing its currently outstanding common shares; and upon surrender of all such share certificates evidencing the Corporation's currently outstanding common shares, said certificates shall be cancelled.

F0806-7506

IN WITNESS WHEREOF, Hyman L. Weintraub and Frances W. Lasky, President and Secretary, respectively, of MANTUA MANUFACTURING CO., acting for and on behalf of said Corporation, have hereunto subscribed their names this 1st day of February, 1986.


Hyman L. Weintraub, President


Frances W. Lasky, Secretary

F0500-1587

Ulmer, Berne, Laronge, Glickman & Curtis

Attorneys at Law

Ninth Floor Bond Court Building

1300 East Ninth Street

Cleveland, Ohio 44114-1583

(216) 621-8400

April 9, 1986

Jerome A. Curtis
 Marvin J. Langer
 Robert L. Lewis
 Jordan C. Bond
 Herbert B. Levine
 Morton I. Scher
 Irvin S. Jaglin
 William A. Edwards
 Marvin I. Katz
 Alan S. Suss
 Thomas A. Dupan
 Harold E. Freedman
 A. B. Glickman
 Donald E. Heuer
 R. F. Rubenstein
 Ronald H. Joffe
 Morris K. Lenson
 Stuart A. Laven
 Robert A. Fein
 Ronald L. Kahn
 Harold H. Bender III
 Steven G. Jank
 Bruce P. Mandel

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 Neil W. Gurnes
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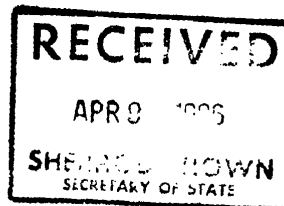
* Retired

J. M. Ulmer (1884-1972)
 J. M. Berne (1887-1964)
 S. D. Gordin (1891-1942)
 C. R. Berne (1894-1964)
 H. J. Glickman (1908-1974)

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Richard A. Harrison
 Of Counsel



Secretary of State
 Corporations Division
 30 East Broad Street
 Fourteenth Floor
 Columbus, Ohio 43215

Re: Mantua Manufacturing Company

Dear Sir/Madam:

Enclosed please find the Certificate of Adoption of Amendment to the Articles of Incorporation of Mantua Manufacturing Company, as amended. This amendment increases the number of authorized shares from one thousand (1,000) common shares to two thousand (2,000) common shares. Accordingly, the filing fee in the amount of \$85.00[✓] is enclosed.

Thank you for your prompt consideration in this matter. If you have any questions regarding this filing, please call me immediately.

Sincerely yours,

Stanley T. Koenig
 Stanley T. Koenig

11/kml

Enclosures

via FEDEX EXPRESS

AT