



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 3/30/87

Number 697853

Receipt No. 74243
G127-1574 0135

Received of LARIBEE & COOPER
or filed by

The sum of \$ 75.00 for filing ARF
COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC. G0127-1574 of

Returned to:
LARIBEE & COOPER
ATT: F.C. BOUGHER
P.O. BOX 445
MEDINA, OH 44258

RECEIPT

ARF \$ 75.00

Name:
COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC.

Total Fee: \$ 75.00



Department of State

The State of Ohio

Q0127-1575

Sherrod Brown

Secretary of State

697853

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:
COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC.

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

Recorded on Roll 6127 at Frame 1576 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 24TH day of MARCH,
A.D. 19 87.



Sherrod Brown
Sherrod Brown
Secretary of State

60127-1575

APPROVED

By... KM
Date... 3-24-87
Amount... \$ 75.00

ARTICLES OF INCORPORATION

OF

COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit, under the General Corporation Law of Ohio, do hereby certify:

FIRST: The name of said corporation shall be COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC.

SECOND: The place in which its principal office is to be located is 775 West Smith Road, P.O. Box 831, Medina, Medina County, Ohio 44258.

THIRD: The purposes for which said corporation is formed are to carry on the business of furnishing, for sale and for service of, Microcomputers, microcomputer systems, peripheral devices, software, and other related supplies and services in the business and office environments, and to carry on the business of constructing houses, apartments, commercial and industrial complexes, the holding of said buildings with intent to resell, and the buying and selling of land, the developing of housing projects and unit plan development, and all related business and the owning, managing and operating of warehouses, stores, factories and commercial outlets for the sale of building supplies, lumber and related construction and building products and the doing of a general merchandising business, including wholesale and retail sales of groceries, provisions, foods, notions, tobaccos, wines, beers, beverages, candies, drugs, meats

G0127-1577

and country produce, and in wholesale and retail selling and dealing in building materials, supplies, fixtures, appliances, tractors, automobiles, trucks, equipment, sand, gravel, tools, coal, coke, oil, gasoline petroleum products, lime, lumber and building supplies of all kinds and all agricultural products, goods, wares, real estate and personal property of all kinds, and organization of buying, selling, manufacturing, importing, exporting, and dealing in the above and of owning, managing, and operating stores, farms or any other kind or type of business, either in behalf of this company or for others, to secure, purchase, acquire, apply for, register, own, hold, sell or dispose of any and all copyrights, trademarks and other trade rights and patents; to enter into any arrangement for sharing profits, union of interest, cooperation, joint venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this company is authorized to carry on; to borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other operations and evidences of indebtedness, payable at a specified time or times or payable upon the happening of specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured; to purchase, acquire, guarantee, hold and dispose of the shares, bonds and other evidences of indebtedness or contracts or any corporation, domestic or foreign; to acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firm, associations or corporation; to pay for the same in cash, the stock of this company, bonds, or otherwise, to hold or in any manner to dispose of the whole or any part of the property so purchased;

G0127-1578

to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient, in and about the conduct and management of such business; to apply for, purchase, or in any manner to acquire, and to hold, own, use and operate and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate and develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them, to carry on any or all of its operations and business and to promote its objects within the State of Ohio or elsewhere, without restrictions as to place or amount; to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others, and to do any and all things which a corporation legally is capable of doing in the State of Ohio. None of these subclauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph of this statement of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects set forth in the first paragraph of this statement of purposes.

G0127-1579

FOURTH: The shares of stock of COMPUCHARTS COMPUTER PRODUCTS & SERVICES, INC., shall contain the following restrictions and conditions for transferability and ownership: Said stock shall be in the name of one party only, shall not be held in joint names, shall not be subject to joint ownership, tenancy in the entirety, joint tenancy or any type of joint ownership or any type of ownership which would have survivorship rights. Said stock shall not be offered, transferred, conveyed or assigned to any other person, corporation, partnership or entity without first being offered to the corporation and then successively to the other Shareholders, each Shareholder being entitled to purchase that proportion of the outstanding shares as would maintain their present ownership percentage in the corporation without regard to the shares being offered. Any family transfers by gift or otherwise shall be expressly excluded from this restriction. In the event that said corporation and other Shareholders decline in writing to purchase said stock, or in the event thirty (30) days pass after the official notification and offer to sell by any Shareholder and no affirmative action is taken, said stock may be offered and sold to any prospective buyer, provided that the sale price and/or terms of purchase shall not be less than, or dissimilar from, those at which the stock was offered to the corporation and then successively to the other Shareholders. Such stock shall not, in any manner, be encumbered, pledged or used as security.

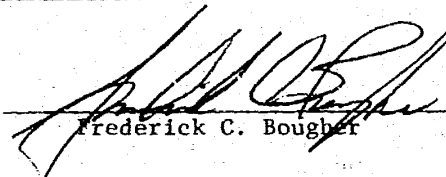
FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

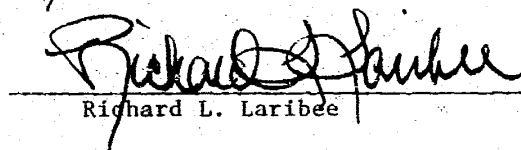
00127-1580

SIXTH: The maximum number of shares which the corporation is authorized to have outstanding is Five Hundred (500), all of a no par value.

SEVENTH: The amount of capital with which the corporation will begin business is Ten Thousand and 00/100 Dollars (\$10,000.00).

IN WITNESS WHEREOF, we have hereunto subscribed our names this 23rd day of March, 1987.


Frederick C. Bougher


Richard L. Larabee

INCORPORATORS

G0127-1581

STATE OF OHIO)
) ss:
MEDINA COUNTY)

Personally appeared before me, the undersigned, a Notary Public, in and for said County, this 23rd day of March, 1987, the above named FREDERICK C. BOUGHER and RICHARD L. LARIBEE, who each severally acknowledged the signing of the foregoing Articles of Incorporation to be their free act and deed, for the uses and purposes therein mentioned.

WITNESS MY HAND and official seal on the day and year last above written.

Jim Lenecke
Notary Public

Notary Public, State of Ohio
My Commission Expires 10-7-87

G0127-1582

CONSENT FOR USE OF SIMILAR NAME

On the 25th day of March, 1987, the Board of Directors of Process Control Services, Inc., Charter Number 618914, passed the following resolution:

RESOLVED, that Process Control Services, Inc. gives its consent to Compucharts Computer Products & Services, Inc. to use the name Compucharts Computer Products & Services, Inc.

PROCESS CONTROL SERVICES, INC.

Dated: 3/25, 1987

By:

Bruce A. Byerly
Bruce A. Byerly
Secretary

CONSENT



G0127-1583

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of COMPUCHARTS COMPUTER PRODUCTS
(Name of Corporation)

& SERVICES, INC., hereby appoint Bruce A. Byerly 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: 775 West Smith Road, P.O. Box 831
(Street)
Medina Medina County, Ohio 44258
(City or Village) (Zip Code)

Date: _____

Frederick C. Boughner
(Incorporator)
Richard L. Larabee
(Incorporator)
(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).

LARIBEE & COOPER

ATTORNEYS AT LAW

325 NORTH BROADWAY

MEDINA, OHIO

HENRY E. LARIBEE (1904-1982)
CLARK R. COOPER (OF COUNSEL)RAY E. LARIBEE
RICHARD L. LARIBEE
RALPH A. BERRY, JR.
JAMES N. BROWN, III
PAUL W. HERTRICK
FREDERICK C. BOUGHERREPLY TO
P. O. BOX 445
44258TELEPHONE
AREA CODE 216
725-0531
225-0531

March 23, 1987

Secretary of State
Corporation Division
State House
30 East Broad Street
Columbus, Ohio 43216

CORRESPONDENCE

Re: Compucharts Computer Products & Services, Inc.

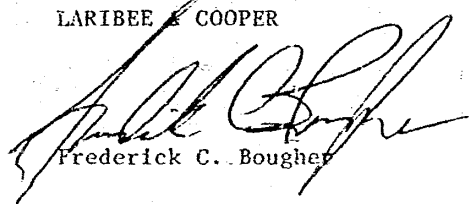
Gentlemen:

Enclosed herewith are Articles of Incorporation for the above noted corporation which we request that you file in the Records of Incorporation. Also enclosed is the Original Appointment of Agent form along with our check in the amount of \$75.00 to cover the filing fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

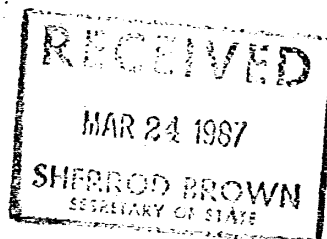
LARIBEE & COOPER


 Frederick C. Bougher

FCB/tg

Enclosures

Willy
Sent
Correct
per call
3/25/87



LARIBEE & COOPER

ATTORNEYS AT LAW

325 NORTH BROADWAY

MEDINA, OHIO

G0127-1585

HENRY E. LARIBEE (1904-1982)
CLARK R. COOPER (OF COUNSEL)

RAY E. LARIBEE
RICHARD L. LARIBEE
RALPH A. BERRY, JR.
JAMES N. BROWN, III
PAUL W. HERTRICK
FREDERICK C. BOUGHER

REPLY TO
P. O. BOX 445
44258

TELEPHONE
AREA CODE 216
725-0531
225-0531

March 25, 1987

Secretary of State
Corporation Division
State House
30 East Broad Street
Columbus, Ohio 43216

Attention: Shaun Cheatham

Re: Compucharts Computer Products & Services, Inc.

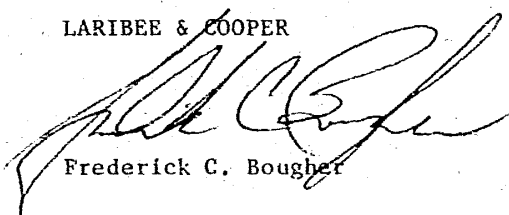
Dear Ms. Cheatham:

Enclosed please find the Consent for Use of Similar
Name you requested with respect to the above captioned
corporation.

If you have any questions or require anything further,
please do not hesitate to contact me.

Very truly yours,

LARIBEE & COOPER


Frederick C. Bougher

FCB/tg

Enclosure