



State of Ohio
Department of State

G0294-1851

Sherrod Brown
Secretary of State

Date 12/28/87

Number 714728

Receipt No. 43236

G294-1851 0176

Received of ALGIS SIRVAITIS & ASSOCIATES
or filed by

The sum of \$ 75.00 for filing ARF of
ERIE AFFILIATES, INC.

Returned to: 43236
ALGIS SIRVAITIS & ASSOCIATES
ATT: D.T. PRAZNOVSKY
877 E. 185TH ST.
CLEVELAND, OH 44119

Name:
ERIE AFFILIATES, INC.

ARF \$ 75.00

RECEIPT

Total Fee: \$ 75.00

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Department of State

The State of Ohio**Sherrod Brown**
Secretary of State

714728

 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:

ERIE AFFILIATES, INC.

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

Recorded on Roll 6294 at Frame 1853 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 23RD day of DEC,
A.D. 19 87.



Sherrod Brown
Sherrod Brown
Secretary of State

50904-1853

APPROVED

By.....
Date.....
Amount.....

ARTICLES OF INCORPORATION

FOR

ERIE AFFILIATES, INC.

The undersigned, who desires to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

NAME

FIRST: The name of the corporation shall be ERIE AFFILIATES, INC.

LOCATION

SECOND: The location of its principal office is the City of Euclid, Cuyahoga County, Ohio.

PURPOSES

THIRD: The purpose for which it is formed is:

(A) To engage in any and all lawful acts or activities for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

SHARES

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

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REPURCHASE OF SHARES

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.

VOTING

SIXTH: 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 a act, provided the fact that such director, officer, firm or corporation so interested shall be disclosed or shall be known 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 any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains or profits 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

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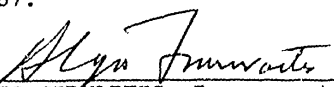
a shareholder, officer or director, is interested in such transaction, contract or act and any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action 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 a shareholder, officer or director, were not interested in such transaction, contract or act.

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 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.

BEGINNING CAPITAL

SEVENTH: 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 7 day of December, 1987.


ALGIS SIRVAITIS, Incorporator

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Secretary of State
State of Ohio

ORIGINAL APPOINTMENT OF AGENT

The undersigned being at least a majority of the incorporators of ERIE AFFILIATES, INC. hereby appoint Administrative Services, Inc. A corporation having a business address in this state upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

Its complete address is 26101 Euclid Avenue, Euclid, Cuyahoga County, Ohio, 44132.


Algis Sirvaitis, Incorporator

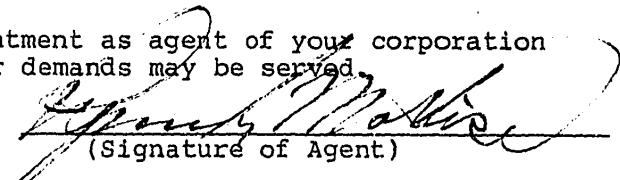
(Incorporators names should be typed
beneath signatures)

Cleveland, _____, Ohio

December 7, _____, 19 87

ERIE AFFILIATES, INC.

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


(Signature of Agent)

By LYNN MOTTICE, PRESIDENT
ADMINISTRATIVE SERVICES, INC.