



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 1/19/88

Number 716492

Receipt No. 48928
G310-1944 0218

Received of CORPORATE SERVICES
or filed by

The sum of \$ 75.00 for filing ARF of
KAR KRAFT EQUIPMENT CO.

Returned to: 48928
JABLINSKI, FOLINO, ROBERTS ET AL
ATT: S.J. ROBERTS
214 W. MONUMENT AVE.
DAYTON, OH 45402

RECEIPT

Name:
KAR KRAFT EQUIPMENT CO.

ARF \$ 75.00

Total Fee: \$ 75.00



Department of State

The State of Ohio

G0310-1945

Sherrod Brown
Secretary of State

716492

❖ 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

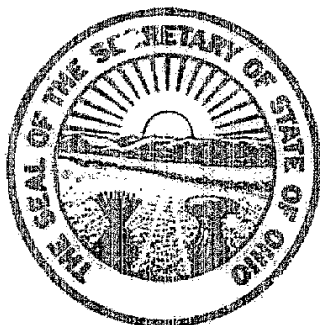
of

KAR KRAFT EQUIPMENT CO.

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

Recorded on Roll G310 at Frame 1946 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 15TH day of JAN,
A.D. 19 88.



Sherrod Brown
Sherrod Brown
Secretary of State

G310-1944

ARTICLES OF INCORPORATION

-OF-

KAR KRAFT EQUIPMENT CO.

APPROVED

By J.C.

Date 1-15-88

Fees 25.00

Amount 25.00

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 this corporation shall be KAR KRAFT EQUIPMENT CO.

SECOND: The place in Ohio where its principal office is to be located is 2024 Far Hills Avenue, Dayton, Montgomery County, Ohio.

THIRD: The purpose or purposes for which the corporation is formed are:

1. To act as manufacturer's representative for motor vehicle body and service shops.

2. A. To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

B. To manufacture, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property of every class and description.

C. To purchase or otherwise acquire, construct, hold, maintain, work, develop, sell, lease, exchange, convey, transfer, mortgage, pledge, hypothecate, loan money upon, or in any manner dispose of and deal in, within and without the State of Ohio, wherever situated, real property of every kind, character and description whatsoever and any interest therein, and personal or mixed property of every kind, character and description whatsoever, including the shares of stock and other securities or obligations of other corporations, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

D. To enter into, make and perform contracts of every kind for any lawful purpose, with any person,

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firm, association, corporation, municipality, state or government, or any political or other subdivision of any of the same.

E. To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant, pledge or otherwise dispose of, and in any manner deal with, any and all inventions, devices, processes and any improvement and modifications thereof; and any and all letters patent of the United States or of any other country, state, territory, or locality, and all rights connected therewith or appertaining thereunto; any and all copy-rights granted by the United States or any other country, state, territory or locality; and any and all trade-marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.

F. To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake and assume the whole or any part of the liabilities and obligations, of any person, firm, association or corporation, and to pay for the same in cash or in shares of any class or series, or in bonds, debentures, notes or other obligations of the corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the property or assets so acquired, and to conduct the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of any such business.

G. To do any and all things necessary, convenient, or expedient for the accomplishment of any of the purposes or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and in general to carry on any other business not forbidden by the General Corporation Law of the State of Ohio.

Each purpose specified in any clause or paragraph contained in this Article Third shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750), all of which shall be designated Common Shares and shall be without par value.

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TENTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine to the extent permitted by the General Corporation Law of Ohio whether any, and if any, what part, of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders.

ELEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds, or any other proportion, 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 of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

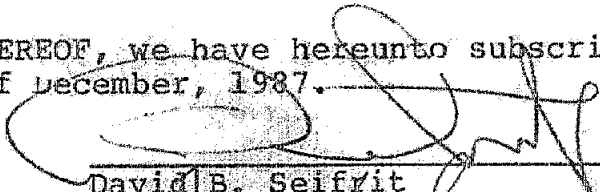
TWELFTH: Every statute of the State of Ohio hereafter enacted whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said State are increased, diminished or in any way affected, ratified or approved by less than all the shareholders of any such corporation, shall apply to this corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

THIRTEENTH: A director of this 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 or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director of any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be 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 any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect of any such transaction or contract or act of this 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 a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which

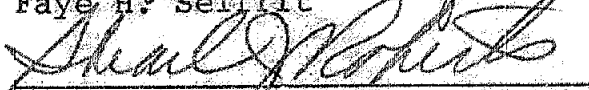
shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member of any corporation of which he is a shareholder or director were not interested in such transaction or contract or act.

The Board of Directors shall have the power to fix compensation of officers or directors or both and a director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall take such action and may vote thereat in favor or against such action whether or not such director may be interested in the action so taken.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 30th day of December, 1987.



David B. Seifrit

Faye H. Seifrit

Shearl J. Roberts

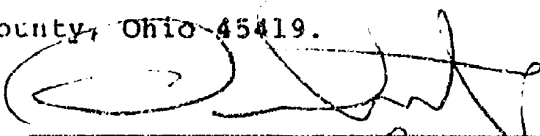
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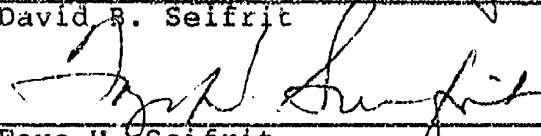
ORIGINAL APPOINTMENT OF STATUTORY AGENT

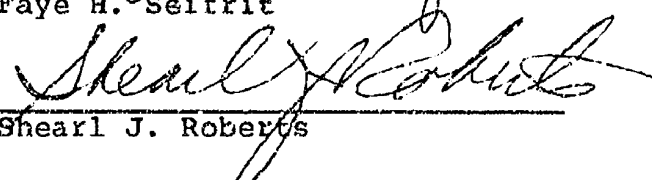
The undersigned, being at least a majority of the incorporators of KAR KRAFT EQUIPMENT CO., hereby appoint DAVID B. SEIFRIT, a natural person who is a resident of Ohio, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is 2024 Far Hills Avenue, Dayton, Montgomery County, Ohio 45419.

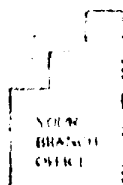
Date: December 30, 1987



David B. Seifrit

Faye H. Seifrit

Shearl J. Roberts

CORPORATE SERVICES**G6310-1944**
 Telephone
 (614) 464-2400

 50 West Broad Street, Suite 314
 Columbus, Ohio 43215

TO: SECRETARY OF STATE

DATE: January 15, 1988XX Please file: Please Pre-Clear: Please issue: Please issue at time of filing:

Articles of Incorporation re:

KAR KRAFT EQUIPMENT CO.

Certificate of Amendment/

Amended Articles re:

Certificate of Merger or

Consolidation re:

Certificate of Dissolution

re:

Trade Name/Mark; Fictitious

Name re:

Foreign License Application

re:

Foreign Name Change

Amendment/Merger Recital re:

Surrender of License

re:

Agent Filing

re:

Reinstatement or

Form 7 re:

GOOD STANDING (Short) re:

GOOD STANDING (Long) re:

CERTIFIED COPY/PLAIN

Articles + All Amendments

Merger Agreement

Trust Agreement

Other: _____

MERGER CERTIFICATE

FULL FORCE & EFFECT CERT.

FEE ENCLOSED

\$5.00RETURN FILED DOCUMENT TO:
 Shearl J. Roberts, Esq.
 Jablinski, Folino, Roberts, Schultz & Martin
 214 West Monument Avenue
 Dayton, OH 45402


 R. M. Harriston
 Owner/Manager

PROMPT PROFESSIONAL SERVICE