



State of Ohio
Department of State

Date 4/28/88

G0370-0634

Number 723573

Sherrod Brown
Secretary of State

Receipt No. 71318

G370-0634 0255

Received of SHUMAKER, LOOP & KENDRICK
or filed by

The sum of \$ 85.00 for filing ARF MIS of
THE RUMPF CORPORATION - MED

Returned to:
SHUMAKER, LOOP & KENDRICK
ATT: B. W. BROWN
1000 JACKSON
TOLEDO, OH 43624-1573

71318

ARF \$ 75.00
MIS \$ 10.00

Name:
THE RUMPF CORPORATION - MED

Total Fee: \$ 85.00

G0370-0635



Department of State

The State of Ohio

Sherrod Brown

Secretary of State

723573

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 MIS

of:

THE RUMPF CORPORATION - MED

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

Recorded on Roll G370 at Frame 0636 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 27TH day of APRIL,
A.D. 1988.



Sherrod Brown
Sherrod Brown
Secretary of State

G0370-0636

ARTICLES OF INCORPORATION
OF

THE RUMPF CORPORATION - MED

APPROVED
By: [Signature]
Date: 4-27-88
Amount: \$75.00

The undersigned, desiring to form a corporation for profit in accordance with Chapter 1701 of the Ohio Revised Code (hereinafter referred to as the "Corporation") hereby states as follows:

FIRST: The name of the Corporation shall be The Rumpf Corporation - MED.

SECOND: The place in the State of Ohio where the principal office of the Corporation is to be located is in the City of Toledo, County of Lucas.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares of all classes which the Corporation is authorized to have outstanding is Seven Hundred Fifty (750), which shall be common shares without par value.

FIFTH: No holder of shares of the Corporation shall have any pre-emptive right to subscribe for or to purchase any shares of the Corporation of any class whether now or hereafter authorized.

SIXTH: The Board of Directors of the Corporation is hereby authorized to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what

G370-0637

part of its 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, to use and apply such surplus, or any part thereof, 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, scrip, 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 of the Corporation shall deem expedient to the extent not prohibited by law.

SEVENTH: 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, attorney, or otherwise, nor shall any transaction or contract or act of this Corporation be void or voidable or in any way affected or validated by reason of the fact that any director, or 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 to or responsible to the Corporation for or in respect to any such transaction or contract or act of this Corporation or for any

G0370-0638

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 effect and force as if he or any firm of which he is a member, or any corporation of which he is a shareholder or director, were not interested in such transaction or contract or act.

EIGHTH: Each director and each officer (and his heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by him in connection with any claim, action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, or, at its request, of any other corporation of which it is a shareholder or creditor and from which he is not entitled to be indemnified (whether or not he continues to be a director or officer at the time of incurring such expense), except in respect to matters as to which he shall be finally adjudged in such action, claim, suit or proceeding to be liable for negligence or misconduct in the performance of duty; in the event of a settlement of any such claim, action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is

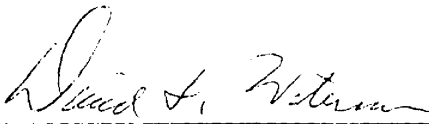
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advised by counsel that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled. The Corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article EIGHTH, or in refusing so to do in reliance upon the advice of counsel.

NINTH: Each officer, director or member of any committee designated by the Board of Directors of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors of the Corporation or by any such committee or in relying in good faith upon other records of the Corporation.

TENTH: The Articles may be amended at any meeting of the shareholders called for that purpose by the affirmative vote of the holders of record of shares entitling them to exercise at least a simple majority of the voting power on such proposal.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of April, 1988.


David F. Waterman, Incorporator

C-123, August 1983

Prescribed by **Sherrod Brown**
Secretary of State

G0370-0640



CONSENT FOR USE OF SIMILAR NAME

On the 26th day of April, 19 88,
the BOARD OF DIRECTORS (TRUSTEES) OF The Rumpf Corporation
(Name of Corporation giving Consent)

(Charter or License No.) 257058

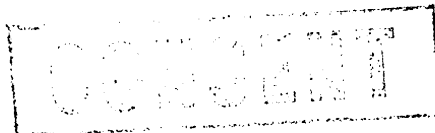
passed the following resolution:

RESOLVED, that The Rumpf Corporation
(Name of Corporation giving Consent)

gives its consent to The Rumpf Corporation - MED

to use the name The Rumpf Corporation - MED

Date 4-26-88 Signed C. L. F. F. F.
Secretary or Assistant Secretary of
Consenting Corporation



NOTE: This document **MUST BE SIGNED** by the **SECRETARY** or **ASSISTANT SECRETARY** of the consenting corporation, pursuant to Section 1701.05(A) of the Ohio Revised Code.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

OF

THE RUMPF CORPORATION - MED

The undersigned, being the sole incorporator of The Rumpf Corporation - MED, hereby appoints Debbie L. Freels, a natural person and resident in the State of Ohio, as the Corporation's agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served. Her complete address is 432 N. Superior Street, Toledo, Ohio 43604.

THE RUMPF CORPORATION - MED

By

David F. Waterman
David F. Waterman, Incorporator

Dated: April 26, 1988
Toledo, Ohio

G0370-0641

SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

NORTH COURTHOUSE SQUARE 1000 JACKSON TOLEDO, OHIO 43624-1573

G370-0642

MALCOLM B. TAMEY
JOHN W. HACKETT, JR.
GREGORY G. ALEXANDER
CARL V. BRUGGEMAN
ROBERT G. CLAYTON, JR.
MARC GERITNER
GEORGE A. PICKNELL
DONALD M. MEWHORT, JR.
EDWIN D. EMERSON
JAMES F. WHITE, JR.
JAMES E. KUINE
BARTON L. WAGENMAN
ROUF H. SCHEIDEL
JOHN F. HAYWARD
WILLIAM H. GOSLINE
MICHAEL M. BRILEY
K. FRANCIS McDANIEL, JR.
THOMAS G. PLETZ

JOHN H. BURSON
THOMAS L. WEBB, JR.
DORCE H. JORDON
GREGORY S. SHUMAKER
DAVID W. RICKLUND
GARY R. DRESING
JOHN A. MURRAY
DAVID F. WATERMAN
VIVIAN C. FOLK
JOSEPH A. RIEGOUT
GEORGE L. CHAPMAN
WILLIAM J. FISCHER
DENNIS P. WITHERELL
KEVIN H. GRAHAM***
JACK G. FINES
LYMAN F. SPITZER
JOHN C. BARRON**
TIMOTHY C. MCCARTHY
JOHN S. INGLIS*

*Also Admitted in Florida
**Also Admitted in Michigan

TELEPHONE (419) 241-9000
TELECOPIER (419) 241-6894

FLORIDA OFFICE

SUITE 1111 - FIRST SOUTHERN PLAZA
201 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5117
TELEPHONE (813) 221-7575
TELECOPIER (813) 229-1660

WRITER'S DIRECT DIAL NUMBER

ALETA M. BONINI
RENEE BIRBAUM
SUSAN D. MCCLAY
JEFFREY S. CREAMER
MICHAEL G. SANDERSON
MICHAEL B. MCGOWAN
MARY ELLEN PISANELLI
GREGORY T. LODGE
PHILIP D. CHUBB
RAYMOND W. BRAUN
PETER R. SILVERMAN
CYNTHIA L. BERUCHA
ROBERT A. KOENIG
LOUIS UDELL
JAMES T. HOLDER
JUDITH LEB UDELL
BARBARA E. MACHIN
KELLY J. MORRISON

***Also Admitted in Michigan
and Florida
†Admitted in Florida Only

THOMAS M. WOOD**
PATRICIA A. SPENCER
JANET W. CORDOVA
CHARLES W. HILLEN
DAVID J. RECTENWALD
DAVID P. STRUP
KATHRYN J. WOODWARD
GREGORY R. RIEHL*
DAVID J. COYLE

COUNSEL

HAROLD A. KELLEY

OF COUNSEL

FRANCIS J. GALLAGHER
ROBERT B. GOSLINE**

April 26, 1988

Re: Our File No. 21781

FEDERAL EXPRESS

Ohio Secretary of State
Corporations Division
30 East Broad Street
14th Floor, State Office Tower
Columbus, Ohio 43266

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation and Original Appointment of Statutory Agent for The Rumpf Corporation - MED. Our check in the amount of \$85.00 is enclosed as payment of the filing fee and the expedited service fee.

Please do not hesitate to call me at 1-800-521-8929 with questions or comments. Thank you for your assistance.

Very truly yours,

SHUMAKER, LOOP & KENDRICK

By



Betsy W. Brown
Legal Assistant to
David F. Waterman

BWB/skk
Enclosures

CONFIDENTIAL
Zandra

RECEIVED
MAY 1 1988
FEDERAL EXPRESS