



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 5/02/88

Number 723771

Receipt No. 71966
6371-1889 0248

Received of CAVITCH, FAMILLO & DURKIN CO.
or filed by _____

The sum of \$ 85.00 for filing ARF MIS ~~G0371-1889~~ of
THE GARLAND COMPANY, INC.

Returned to: 71966
CAVITCH, FAMILLO & DURKIN CO.
ATT: T. J. UBBING
THE EAST OHIO BLDG.
CLEVELAND, OH 44114-2876

ARF 75.00
MIS \$ 10.00

Name:
THE GARLAND COMPANY, INC.

Total Fee: \$ 85.00

RECEIPT



Department of State

The State of Ohio

G371-1889

Sherrod Brown

Secretary of State

723771

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 4RF MIS

of:

THE GARLAND COMPANY, INC.

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

Entered on File G371 at Frame 1889 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 25TH day of SEPTEMBER.

A.D. 1965.

Sherrod Brown
Sherrod Brown
Secretary of State

G0371-1891

ARTICLES OF INCORPORATION
OF
THE GARLAND COMPANY, INC.

APPROVED
By KM
Date 4-28-88
Amount \$75.00

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

FIRST: The name of the corporation shall be THE GARLAND COMPANY, INC.

SECOND: The place in the State of Ohio where its principal office is to be located is Cleveland, in Cuyahoga County.

THIRD: The purpose for which it is formed is to engage in any lawful acts or activities 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 which the corporation is authorized to have outstanding is seven hundred fifty (750) shares, all of which shall be common shares without par value.

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.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this 22nd day of April, 1988.

Thomas J. Ubbing
Thomas J. Ubbing, Incorporator

C 123 August 1983

Presented by **Sherrod Brown**
Secretary of State

G0371-1892



CONSENT FOR USE OF SIMILAR NAME

On the 22nd day of April, 19 88,
 the BOARD OF DIRECTORS (TRUSTEES) OF _____
(Name of Corporation giving Consent)
The Garland
Company, Inc. (Charter or License No.) 432987

passed the following resolution:

RESOLVED, that The Garland Company, Inc.

(Name of Corporation giving Consent)

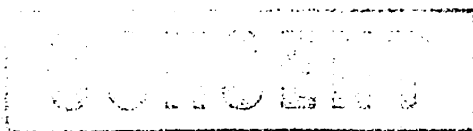
gives its consent to Thomas J. Ubbing

to use the name "The Garland Company, Inc."

Date April 22, 1988

Signed _____

Secretary or Assistant Secretary of
Consenting Corporation

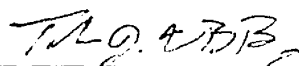


NOTE: This document **MUST BE SIGNED** by the **SECRETARY** or **ASSISTANT SECRETARY** of the consenting corporation, pursuant to Section 1701.05(A) of the Ohio Revised Code.

G0371-1893

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of THE GARLAND COMPANY, INC., hereby appoints HARVEY L. FRUTKIN, a natural person resident in the state in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is Fourteenth Floor, The East Ohio Building Cleveland, Cuyahoga County, Ohio 44114-2876.



Thomas J. Ubbing, Incorporator

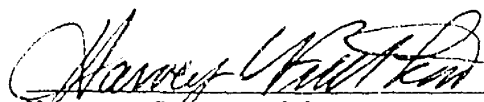
Cleveland, Cuyahoga County, Ohio

APRIL 22, 1988

THE GARLAND COMPANY, INC.

Gentlemen:

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



Harvey L. Frutkin

G0371-1889

KM

CAVITCH, FAMLO & DURKIN CO., L.P.A.

ATTORNEYS AT LAW

EDWARD D. FAMLO
ZOLMAN CAVITCH
GEORGE J. DURKIN
THOMAS C. SCHRADER
HARVEY L. FRUTKIN
THOMAS G. BEYDEN
ROBERT M. NELSON
E. JOHN BRZYTTWA
BRIAN H. RICHMAN
RALPH E. CASCARILLA

FOURTEENTH FLOOR • THE EAST OHIO BUILDING
CLEVELAND, OHIO 44114-2376
TELEPHONE: 216/621-7860
TELECOPIER: 216/621-3415

MICHAEL C. COHAN
STEPHEN H. GRIFFY
JEFFREY WEISS
STEPHEN E. FLOTT
DOUGLAS A. INPALMA
THOMAS M. CAWLEY
MOHAMMED J. RIDAR
KERIN LYNN KAMINSKI
HAROLD D. MAYFIELD, JR.
THOMAS J. UBBING

April 27, 1988

Secretary of State
State of Ohio
Corporation Division
14th Floor
State Office Tower
30 East Broad Street
Columbus, Ohio 43266-0418

Re: The Garland Company, Inc. and
Garland Architectural Services, Inc.

Dear Sir:

Enclosed for filing on an expedited basis are the Articles of Incorporation and Original Appointment of Agent for each of the above-named corporations. Also enclosed are two checks payable to the "Secretary of State" in the amount of \$85 each, to cover the filing fees of \$75 and the expedited fees of \$10.

Also enclosed are two Consents for Use of Similar Name whereby The Garland Company, Inc. has given its consent to the undersigned to use the corporate names of "The Garland Company, Inc." and "Garland Architectural Services, Inc.". Please note that these forms indicate that "Garland Industries, Inc. (formerly 'The Garland Company, Inc.')" has given its consent. This was done in anticipation of a change of name by The Garland Company, Inc. (charter no. 432987) to "Garland Industries, Inc." This name change has not yet been completed, however, it will be accomplished in the very near future.

*Corrected consent per phone call
w/ Mr. Ubbing*

APR 28 1988

G0371-1895

The Garland Company, Inc. and
Garland Architectural Services, Inc.
April 27, 1988
Page 2

Should any questions arise regarding these filings,
you are authorized to call the undersigned collect.
Please return the certificates and receipts to the
undersigned.

Very truly yours,

CAVITCH, FAMULO & DURKIN

TJ. Ubbing
By: Thomas J. Ubbing

TJU:bjj

Enclosures

1654b

CORRESPONDENCE