



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 6/22/88

Number 727294

Receipt No. 84056

6403-1387 0251

G0403-1387

Received of FEINSTEIN, CROWLEY, FUSCO & MULLIGAN
or filed by _____

The sum of \$ 75.00 for filing ARF _____ of
R. G. KENNEDY & ASSOCIATES, INC.

Returned to: 84056
FEINSTEIN, CROWLEY, FUSCO & MULLIGAN
3478 N. HIGH ST.
COLUMBUS, OH 43214

RECEIPT

ARF \$ 75.00

Total Fee: \$ 75.00

Name: R. G. KENNEDY & ASSOCIATES, INC.
FORM 600



Department of State

G403-1388

The State of Ohio

Sherrod Brown

Secretary of State

727294

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:

R.G. KENNEDY & ASSOCIATES, INC.

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

Recorded on Roll G403 at Frame 1389 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 21ST day of JUNE,
A.D. 19 88.



Sherrod Brown
Sherrod Brown
Secretary of State

G0403-1389

ARTICLES OF INCORPORATION

OF

R.G. KENNEDY & ASSOCIATES, INC.

APPROVED

By *PMC*Date *6-21-88*Amount *750*

The undersigned, a citizen of the United States, desiring to form a corporation for profit, under Sections 1701.01 et. seq. of the Ohio Revised Code of Ohio, does hereby certify:

FIRST: The name of said corporation shall be R.G. KENNEDY & ASSOCIATES, INC.

SECOND: The place in Ohio where its principal office is to be located is Westerville, Franklin County, Ohio.

THIRD: The purpose or purposes for which it is formed are:

To purchase, to take, own, hold, acquire, lease, deal in, mortgage or otherwise lien and to sell, exchange, transfer or in any manner whatsoever dispose of real and personal property situated within or without the State of Ohio and within or without the territorial United States;

To loan money or borrow money, and to take as security thereon, mortgages, pledges, or other security devices, or to give as security thereon mortgages, pledges or other security devices, either on real estate or personal property;

To form and become a participant in a partnership or any other legal entity with other individuals, persons, corporations or any other legal entities;

To act as agent or representative of individuals, firms or corporations, or for stock and other securities or obligations of subsidiary corporations engaging in any business in which this corporation may legally engage;

To carry on and transact a general real estate agency and brokerage business, including the management of real estate; to act as agent, broker or attorney in fact for any person or corporation in buying, selling and dealing in real estate and any interest therein, and to employ agents for said purposes with full power and authority to do all things necessary or incidental to the conduct of said business.

G0403-1390

To carry on any other business, legal under the laws of the State of Ohio, which may be necessary, desirable or profitable; and all other things necessary for such purposes, and the performance of any lawful act, and the conduct of any lawful activity for which the corporation 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), all of which shall be without par value.

FIFTH: The minimum amount of stated capital with which the corporation shall begin business is five hundred dollars (\$500.00).

SIXTH: (a) Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release 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 or by these articles, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the corporation of such class or classes.

(b) No holder of shares of this corporation of any class shall be entitled, as such, as a matter of right, to subscribe for or purchase shares of any class not or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which there shall be attached or appertain any warrants or rights entitling the holders thereof to purchase or subscribe for shares.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in the articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

EIGHTH: No director or officer of this corporation shall 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 or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, director or officer, is in any way interested in such transaction or contract or act, provided the fact that such director or officer or such firm

G0403-1391

or such corporation which 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 director or officer be accountable or responsible to the corporation or any shareholder thereof for or in respect to any such transaction or contract or act of this corporation 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, director or officer 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 of any such transaction.

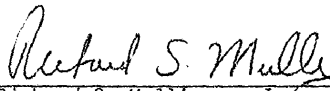
NINTH: The corporation is authorized to purchase and redeem, hold, sell and transfer shares of its own capital stock from time to time to such extent and in such manner and upon such terms as the board of directors may determine, and to use the funds of the corporation for such purpose, provided that the corporation shall not use any of its funds or property for the purchase of its own capital stock when there is reasonable grounds for believing that the corporation is unable, or by such purpose may be rendered unable, to satisfy its obligations and liabilities; and provided further, that shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly by it.

TENTH: The corporation shall indemnify each director, officer or employee, each former director, officer or employee, and each person who is serving or has served at its request as a director, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties and amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer or employee, provided that a determination is made (a) that he was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is or was a director, officer or employee; (b) that he acted in good faith in what he reasonably believed to be the best interest of the corporation; and (c) that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The determination as to the foregoing matters with respect to each action, suit, or proceeding shall be made (i) by a majority of directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with such action, suit or proceeding is

G0403-1392

present and on which determination only such directors vote; or (ii) by independent legal counsel in a written opinion, if such quorum cannot be obtained to vote on such indemnification, or, even if obtainable, the directors qualified to vote so direct. The termination of any action, suit or proceeding upon a plea of no lo contendere or its equivalent shall not, of itself, create a presumption that any director, officer or employee did not act in good faith in what he reasonably believed to be the best interests of the corporation or had reasonable cause to believe that his conduct was unlawful. Expenses incurred by any person in defending any action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation. The indemnification provided in this regulation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any regulation, by-law, agreement, insurance purchased by the corporation, vote of shareholders or otherwise, or of any other indemnification which may be granted to any person apart from this provision and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors, administrators of such a person.

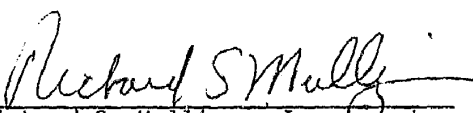
IN WITNESS WHEREOF, I have hereunto subscribed my name this 21st day of June, 1988.


Richard S. Mulligan, Incorporator

G0403-1393

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of R.G. KENNEDY & ASSOCIATES, INC. hereby appoints Richard S. Mulligan, a natural person who is a resident of this state, as agent upon whom any process, notice or demand required or permitted by statute upon the corporation may be served. His complete address is 3478 North High Street, Columbus, Franklin County, Ohio 43214.


Richard S. Mulligan, Incorporator
Columbus, Franklin County, Ohio

G0403-1394

Einstein, Crowley, Tresco,
Mulligan

3478 N. High St

Columbus, O 43214

CORRESPONDENCE