



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 7/20/88

Number 225014

Receipt No. 6121

G425-1529 0189

Received of BROUSE & MCDOWELL
or filed by

The sum of \$ 1,359.59 for filing AND INC of

COLUMBUS EQUIPMENT COMPANY

Returned to:

6121

BROUSE & MCDOWELL

ATT: D.F. RAYNOR

500 FIRST NATIONAL TR

AKRON, OH 44308-1471

Name:

COLUMBUS EQUIPMENT COMPANY

RECEIPT

AND \$ 1,359.59
INC

Total Fee: \$ 1,359.59



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

G425-1530

225014

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: AMD INC

of:

COLUMBUS EQUIPMENT COMPANY

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

Recorded on Roll G425 at Frame 1531 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 29TH day of JUNE,

A.D. 1940.



Sherrod Brown
Sherrod Brown
Secretary of State

220014

G425-1534

5K6
6/29/88
1359.59CERTIFICATE OF AMENDMENT

Gary Geckler, President and Michael P. Sarrey, Secretary of Columbus Equipment Company (the "Corporation"), an Ohio corporation with its principal place of business located in Columbus, Ohio, do hereby certify that the following resolutions were approved, at a special meeting of the shareholders of the Corporation which was duly called and held on Saturday, March 19, 1988, by the affirmative vote of the holders of shares entitling them to exercise more than two-thirds of the voting power of the Corporation:

RESOLVED, that the Fourth Article of the Articles of Incorporation be, and the same hereby is, amended to read as follows:

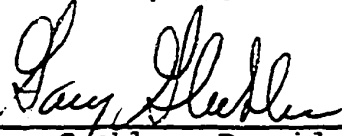
"FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Five Hundred Seventy Thousand Eight Hundred and Thirty-Six (570,836), which shall be classified as follows:

(1) Five Hundred (500) shares of cumulative preferred stock, all of which shall have a par value of One Hundred Dollars (\$100.00) per share, and which shall be subject to the terms and conditions as set forth in the Code of Regulations of this Corporation; and

(2) Five Hundred Seventy-Three Thousand and Thirty-Six (570,336) shares of common stock, all of which shall be without par value. Each share of common stock of the Corporation issued and outstanding or held in the treasury of the Corporation is hereby changed into four (4) shares of common stock of the Corporation and each holder of record of a certificate for one or more shares of common stock as of the close of business on the date this amendment to the Articles of Incorporation becomes effective shall be entitled to receive as soon as practicable, and without surrender of such certificate, a certificate or certificates representing three (3) shares of common stock for each one share of common stock represented by the certificate of such holder."

G0425-1531

IN WITNESS WHEREOF, the said Gary Geckler, President, and Michael P. Sarrey, Secretary of Columbus Equipment Company, acting for and on behalf of said Corporation, have hereunto subscribed their hands this 24th day of June, 1988.



Gary Geckler, President



Michael P. Sarrey, Secretary

60425-1533

BROUSE & McDOWELL

A LEGAL PROFESSIONAL ASSOCIATION
500 FIRST NATIONAL TOWER
AKRON, OHIO 44308-1471

216/535-8711

CLEVELAND 216/859-4620

TELECOPIER 216/253-8601

C. BLAKE McDOWELL, JR.
OSCAR A. MUNSICKER, JR.
KARL B. MAY
JOSEPH M. HOLDEN
FRANK H. HARVEY, JR.
FRANK E. QUINN
JERRY F. WHITMER
JOHN A. SCHWEMLER
PHILIP A. LLOYD II
LINDA B. KERSICKER
JOHN W. SOLOMON
RICHARD F. BATTAGLINE
SIDNEY C. FOSTER, JR.
DAVID M. HUNTER
DAVID F. RAYNOR
JOHN C. FAIRWEATHER
ROBERT P. KEEFNER
JOSEPH F. HUTCHINSON, JR.
ROBERT E. KIRPER, JR.
JEFFREY T. HEINTZ
JOHN W. MYGRANT
MICHAEL A. SWEENEY
JAY P. PORTER
CLARE E. DICKINSON
MARY K. WHITMER
J. BRUCE MUNSICKER
TERRY E. LARDAGIS
ELOISE L. MACKUS

ELLEN W. BOTNICK
KEVIN C. OTHER
PAUL A. ROBE
RICHARD H. HARRIS
SALLIE CONLEY LUX
MARC S. MERKLIN
JOHN C. PICKES
ROBERT S. BURNS
J. BRETT TREER
JAMES A. BUTZ
TIMOTHY A. BARRY
THOMAS R. CROOKES
JUDITH A. STEINER
OF COUNSEL
ROBERT C. BROUSE
CHARLES R. IDEN
PAUL E. BELCHER

June 27, 1988

Secretary of State of Ohio
Corporations Division
14th Floor
State Office Tower
Columbus, Ohio 43215

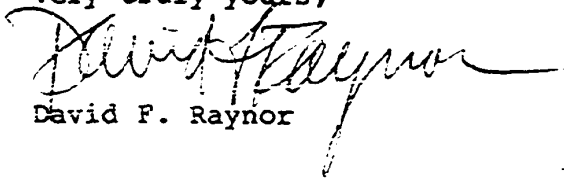
RE: The Columbus Equipment Company

Gentlemen:

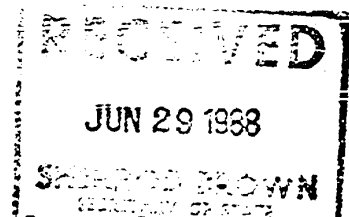
Enclosed for filing is a Certificate of Amendment to the Articles of Incorporation of Columbus Equipment Company. Also enclosed is a check in the amount of One Thousand Three Hundred Fifty-Nine and 59/100 Dollars (\$1,359.59), representing the filing fee with respect to the enclosed Amendment.

If you have any questions concerning the enclosed, please contact me.

Very truly yours,


David F. Raynor

DFR:cjk
Enclosures



CORRESPONDENCE