



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 6/23/89

Number 751631

Receipt No. 90461

G644-1521 0016

Received of CALABRESE, DOBBINS & KEPPLER
or filed by

The sum of \$ 75.00 for filing ARF of

D. MICHAEL SMITH ENTERPRISES, INC.

Returned to:

CALABRESE, DOBBINS & KEPPLER
ATT: R.E. DOBBINS
3882 SYWOOD DR.
AKRON, OH 44313

90461

ARF \$ 75.00

RECEIPT

Name:

SEC 6001.D. MICHAEL SMITH ENTERPRISES, INC.

Total Fee: \$ 75.00



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

G644 1523

751631

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:

D. MICHAEL SMITH ENTERPRISES, INC.

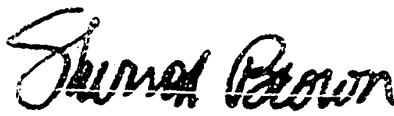
United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G644 at Frame 1523 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 20TH day of JUNE.

A.D. 19 59.




Sherrod Brown
Secretary of State

G644-1521

APPROVED

By [Signature]
Date 6-20-89
Amount 15.00

ARTICLES OF INCORPORATION

OF

D. MICHAEL SMITH ENTERPRISES, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit under the General Corporation Act of Ohio, do hereby certify:

- FIRST: The name of the corporation shall be D. MICHAEL SMITH ENTERPRISES, INC.
- SECOND: The place in the State of Ohio where its principal office is to be located is 951 N. Main Street, Akron, Ohio 44310, Summit County.
- THIRD: The purpose or purposes for which it is formed are:
- (a) To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, Ohio Revised Code.
 - (b) To acquire by purchase, subscription, underwriting, participation in syndicates, or otherwise, to hold, own, sell, exchange, pledge, hypothecate or otherwise dispose of, shares of stock, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, contracts, choses in action or evidence of indebtedness generally, or interest therein, of corporations, associations, firms, trusts, governments, states, colonies, municipalities, and other organizations or persons, to receive, collect and dispose of interest in any of the foregoing, including the right to vote thereon for any and all purposes, and to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof and to endorse or guarantee, the same or become surety in respect thereof and to aid by loan, subsidy, guarantee or otherwise, those issuing selling, creating, or responsible for the same.
 - (c) To acquire all or any part of goodwill, rights, property and business of any corporation, association, partnership, firm, trustee,

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syndicate, combination, organization, other entity, or individual, domestic or foreign, heretofore or hereafter engage in any business similar to the business of the corporation or otherwise, and to hold, enjoy, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual, or other entity, domestic or foreign, and to conduct in the State of Ohio and/or in any other state, territory, locality or country the whole or any part of the business thus acquired; and to carry on any other business, provided such business is not prohibited by the laws of the State of Ohio, or of the United States.

- (d) To cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law the formation, merger or reorganization of any corporation, domestic or foreign, to merge, consolidate or promote control, maintain and dissolve, merge or consolidate one or more subsidiary corporations for such purpose or purposes as may aid or advance the object and purposes of this corporation.
- (e) To conduct its business in any and all of its branches, so far as permitted by law, in the State of Ohio, and in the other states of the United States of America, and in the territories of the United States, and in the District of Columbia, and in any or all of the dependencies, colonies, or possessions of the United States of America, and in foreign countries; and for and in connection with such business to hold, possess, purchase, lease, mortgage and convey real and personal property, and to maintain agencies and offices within or anywhere without the State of Ohio.

The Corporation reserves the right at any time and from time to time, substantially to change its purpose, in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by

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statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

- FOURTH: The maximum number of all classes or shares which the corporation is authorized to have outstanding is 100 shares.
- FIFTH: The amount of capital with which the corporation is authorized to begin business is Five Hundred Dollars (\$500.00).
- SIXTH: The Board of Directors is hereby authorized to fix and determine 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, and without action by the shareholders, to use and apply such surplus or any part thereof, at any time and 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 shall deem expedient; all, however, in accordance with 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, 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 directors or such firms or such corporation is so interested in such transaction or contract or act shall be disclosed or shall be known to the Board of Directors or such member thereof

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as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall be taken; nor shall 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 shareholder or director is interested in any 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, 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, or any corporation of which he is shareholder or director were not interested in such transaction, or contract or act.

EIGHTH: These Articles may be amended by a majority vote of the voting shares of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this
15th day of June, 1989.

Dennis M. Smith
DENNIS M. SMITH

STATE OF OHIO)
)SS
COUNTY OF SUMMIT)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, this 15th day of June, 1989, the above named DENNIS M. SMITH, who acknowledged that the signing of the foregoing Articles of Incorporation was his free act and deed for the uses and purposes therein mentioned.

Witness my hand and seal on the day and year last aforesaid.

RICHARD E. DOBINS, Attorney-At-Law
Notary Public - State of Ohio
My commission has no expiration date
Sec. 147.03 R.C.

Richard E. Dobins
NOTARY PUBLIC

G0644-1527

ORIGINAL APPOINTMENT OF AGENT
FORD. MICHAEL SMITH ENTERPRISES, INC.
A CORPORATION OF THE STATE OF OHIO

The undersigned, being all the incorporators of the above
named corporation hereby appoint

DENNIS M. SMITH

who is a resident in the county or, if a corporation, has a
business address in the county in which this corporation designating
such Agent has its principal office, upon whom any process, notice
or demand required or permitted by statute to be served upon this
corporation may be served.

The full address of the Agent is 951 N. Main Street, Akron,
Ohio 44310, Summit County, Ohio.

D. MICHAEL SMITH ENTERPRISES, INC.
(Name of corporation designating Agent)

Dennis M. Smith
DENNIS M. SMITH Incorporator

Filed with Secretary

of State June 15, 1989

Incorporator

Incorporator

(TYPE OR PRINT NAME BENEATH SIGNATURE)

Akron, Ohio June 15, 1989

The undersigned hereby accepts the foregoing appointment as
Agent of the corporation upon whom process, tax notices or demands
may be served.

Dennis M. Smith
(Signature of Agent or Name of Corporation)
DENNIS M. SMITH

By

(Signature and Title of Officer Signing)

CALABRESE, DOBBINS, & KEPPLER

ATTORNEYS AT LAW

3882 BYWOOD DRIVE

AKRON, OHIO 44313

TELEPHONE (216) 566-6400

WAYNE H. CALABRESE
RICHARD E. DOBBINS
DONALD P. KEPPLER

60634-1038

June 15, 1989

Sherrod Brown
Secretary of State
State of Ohio
State House
Columbus, Ohio 43215

RE: D. Michael Smith Enterprises, Inc.

Dear Mr. Brown:

Please find enclosed the original Articles of Incorporation, original Appointment of Agent, and the corporate check in the amount of \$75.00. Please file these records and return them to me along with the Certificate of Filing.

If you have any questions, do not hesitate to contact me.

Sincerely,

CALABRESE, DOBBINS & KEPPLER

Richard E. Dobbins

RICHARD E. DOBBINS
Attorney at Law

RED/ddf

Enclosures:
documents

cc: D. Michael Smith Enterprises, Inc.

CORRESPONDENCE