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State of Ohio
Department of State

H0077-0584

Bob Taft
Secretary of State

Date 3/19/91 Number 792159 Receipt No. 68556

H077-0584 0183

Received of JOHN K. TAYLOR
or filed by _____

The sum of $ 100.00 for filing ARF of

MODULAR SHIPPING CONTAINERS, INC.

ARF $ 100.00

Returned to: 68556

JOHN K. TAYLOR
P.O. BOX 169
520 VIRGINIA ST.
MARIETTA, OH. 45750-0169

RECEIPT

Name: MODULAR SHIPPING CONTAINERS, INC.

Total Fee: $ 100.00

SEC 6001 (Rev. 12/90)

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The State of Ohio

Bob Taft

Secretary of State

792159

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:

MODULAR SHIPPING CONTAINERS, INC.

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

Recorded on Roll H077 at Frame 0586 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 18TH **day of** MARCH, **A.D. 19** 91.

Bob Taft

Bob Taft
Secretary of State

SEC 6002 (Rev. 12/90)

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H0677-0586

APPROVED
By...
Date...
Amount...

Articles of Incorporation

of

Modular Shipping Containers, Inc.

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

First: The name of said Corporation shall be

Modular Shipping Containers, Inc.

Second: The place in the State of Ohio where its principal office is to be located is 519 Fort Street, Marietta, Washington County, Ohio 45750.

Third: The purpose or purposes for which it is formed are 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, including but not limited to the following

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[illegible] own, use, rent, or lease, convey and otherwise dispose of and deal in real property or any other interest or part, buildings or other structures, whether or not related directly or indirectly to the above business.

To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, rent, sell and otherwise deal in personal property, tangible or intangible, and other interest therein, in particular without limiting the generality of the foregoing, to acquire and discount commercial paper, with or without recourse, to acquire, hold, sell and otherwise deal in part or all of the shares of stock, notes, bonds, debentures or any other kinds of securities of any other corporation.

To acquire all or any part of the good will, rights, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity or individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the Corporation or otherwise and to pay for the same in cash or in shares or obligations of the Corporation or otherwise, and to hold, utilize, enjoy 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, provided such business is not prohibited by the laws of the State of Ohio.

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To purchase exchange or otherw se acquire, and to hold, own, sell, assign, transfer, reissue, cancel and otherwise deal in and dispose of its own shares and securities, or any class, to such extent and in such manner and upon such terms as it may determine, provided that shares of its capital stock which belong to the Corporation shall not be voted upon directly or indirectly, and provided further that the Corporation shall not use its funds or property for the purchase of its own shares when such purchase shall be prohibited by law.

To enter into, make, perform and carry out contracts and agreements of every kind and description which may be necessary, appropriate, convenient or advisable in carrying out the purposes of the Corporation, with any person, association, firm, corporation, country, state, municipality or other governmental division or subdivision.

To borrow money and to issue, sell or pledge bonds, debentures, promissory notes, bills of exchange and all other evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, and to secure the same by mortgage, pledge, deed of trust or otherwise, upon the whole or any part of the property of the Corporation, whether real or personal, or without any such security.

To do everything necessary, suitable, convenient or proper for, in connection with, or incident to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the accomplishment

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[illegible] of such purposes [illegible] consistent with the law[illegible] the State of [illegible]

[illegible] to any of the foregoing and be interested with any person, firm, association, syndicate or corporation, whether foreign or domestic, either as a partner, joint adventurer or otherwise

None of the purposes set forth above in this Article **THIRD** shall be in any way limited or restricted by reference to or inference from any other of the purposes herein set forth and each of said purposes shall be regarded as a separate and independent purpose. The purposes set forth herein shall be construed as powers as well as purposes; but the enumeration herein of certain powers is not intended to be exclusive of, or a waiver of, but shall be in addition to the powers, rights or privileges granted or conferred by the laws of the State of Ohio applicable to the Corporation that may now or hereafter be in force, and without limiting the generality of the foregoing, the Corporation shall have and may exercise the general powers which are now or may hereafter be enumerated in the "General Corporation Law" of the State of Ohio, or may act amendatory thereof, supplemental thereto or substituted therefor, to the same extent as if such powers were set forth in full herein, in furtherance of said purposes.

The Corporation reserves the rights, at any time and from time to time, substantially to change its purposes. Any change of the purposes, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the Corporation now or hereafter reacquired by statute or these Articles, shall be binding and

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conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefor and in shareholder notwithstanding that he may have voted against such change of purposes or may have objected thereto in writing or otherwise, shall be entitled to any appraisal or payment rights under the provisions of Ohio Revised Code Section 1701.74 and Section 1701.85, or otherwise

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is One Thousand (1000) shares of no par value.

All of the voting powers of the Corporation shall be vested in the common stock shares, and the holders of shares of the common stock shall be entitled to any dividends which can lawfully be paid under Ohio Revised Code Section 1701.33.

In the event of a liquidation, dissolution, or winding up of the Corporation, the holders of the common stock shall be entitled to receive any excess out of the assets of the Corporation, whether such assets are capital or surplus of any nature, after payment of all liabilities of the Corporation.

FIFTH: No holder of shares of the Corporation shall have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares or such class are now or shall be hereafter authorized.

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SIXTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such prices and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

SEVENTH: A director or officer of the 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, contract or act of the 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 such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer; is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or 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, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the Corporation for or in any respect on account of any such transaction, contract or act of the 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 member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act and any such

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director or officer. If such officer is a 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 contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, 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 a shareholder, officer or director, were not interested in such transaction, contract or act.

EIGHTH: The Board of Directors is authorized in its discretion to fix, determine and vary the amount of profits or surplus of the Corporation to be reserved as working capital, or for any other purpose, and to determine what amount of the funds of the Corporation, if any, may be expediently used in its business or declared as dividends to shareholders.

NINTH: The Corporation shall indemnify any director, officer, or a former director, officer or employee of the Corporation, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities incurred in connection with the defense of any pending or threatened action, suit, or proceeding, whether criminal, civil, administrative or investigative, to which such director, officer or employee is or could reasonably expect to be made a party by reason of being or having been such director, officer, or employee, provided

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(a) That such person was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the Corporation;

(b) That he acted in good faith in what he reasonably believed to be the best interests 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 **(a)**, **(b)** and **(c)** above shall be made **(1)** by the Board of Directors by a majority vote of a quorum consisting of directors who are not or were not parties to or threatened with such action, suit, or proceeding, or any other action, suit, or proceeding arising from the same or similar operative facts, or **(2)** if such a quorum is not obtainable, or even if obtainable if a majority of such quorum of disinterested directors so directs, by independent legal counsel (compensated by the Corporation) to whom the matter may be referred by a majority of disinterested directors; or **(3)** if there be no disinterested directors, or if a majority of the disinterested directors, whether or not a quorum, so directs, by vote in person or by proxy or the holders of a majority of the Corporation's shares entitled to vote in the election of directors.

The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or plea of guilty or *nolo contendere* shall not create a presumption that such person did not meet the standards of conduct referred to above

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To the extent that any person has been successful on the merits, or procedural grounds, or otherwise with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith without the determination specified above.

The Board of Directors, whether a disinterested quorum exists or not, may advance expenses to any such person for the defense of any such action, suit, or proceeding, or threat thereof, prior to any final disposition thereof, upon receipt of a satisfactory undertaking by such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Corporation as herein authorized.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person indemnified may be or may become entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of stockholders, or otherwise, with respect to action in his official capacity 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, and administrators or such a person.

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TENTH: The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Ohio Revised Code.

ELEVENTH: If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

TWELFTH: The amount of capital with which the Corporation will begin business will be not less than Five Hundred Dollars ($500.00).

IN WITNESS WHEREOF we have hereunto subscribed our names this 14th day of March, 1991.

John K. Taylor, Incorporator

William C. Miner, Incorporator

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of **Modular Shipping Containers, Inc.**, hereby appoint Terrance E. O'Brien, a natural person, upon whom any process, notice or demand required or permitted by statutue to be served upon the corporation may be served. His complete address is 519 Fort Street, P.O. Box 946, Marietta, Ohio 45750-0946.

Modular Shipping Containers, Inc.

John K. Taylor

William C. Miner

Marietta, Ohio

February 20, 1991

MODULAR SHIPPING CONTAINERS, INC.

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

Terrance E. O'Brien

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JOHN K. TAYLOR
ATTORNEY-AT-LAW
P.O. Box 169
520 VIRGINIA STREET
MARIETTA, OHIO 45750-0169
(614) 374-8989
Fax (614) 373-4063

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Secretary of State Robert Taft
Corporate Division
30 East Broad Street, 14th Floor
Columbus OH 43266-0418
March 12, 1991

In re Articles of Incorporation and Original Appointment of Agent for Modular Shipping Containers, Inc.

Dear Mr Secretary,

Enclosed please find the Articles of Incorporation and Original Appointment of Agent for Modular Shipping Containers, Inc., as well as check #1589 in the amount of One Hundred Dollars ($100.00), the amount I was told by your office to be the appropriate filing fee for the Articles of Incorporation for Modular Shipping Containers, Inc., which has 1000 shares of no par stock authorized, and also the appropriate filing fee for the Original Appointment of Agent.

This is the same set of documents which I mailed to you on February 25, and which your office returned to me on March 12, 1991. I have had the other incorporator sign the Articles, and therefore enclose the signed Articles, my check #1589, the Original Appointment of Agent, and the letter of transmittal from Debbie of your office.

I thank you in advance for your cooperation in this matter, and if there are any questions or concerns about these papers or the filing of them, please contact me as soon as possible.

Sincerely,

John K. Taylor
OH Rgstrn #0007751