OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/14/91

H0175-1558

CHARTER NUMBER: 574151
ROLL AND FRAME: H175-1558

CORPORATION:

SIMERO CORPORATION

DOCUMENT NUMBER	CODE	FEE
91072312901	AMD	85.00
	INC	NO FEE

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RETURN TO: ISAAC, BRANT, LEDMAN & BECKER
ATT:TAG
250 E. BROAD, 9TH
COLUMBUS, OH 43215

0020

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The State of Ohio

Bob Taft

Secretary of State

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:

SIERO CORPORATION

Recorded on Roll H175 at Frame 1560 of the Records of Incorporation and Miscellaneous Filings.

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

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 23RD day of JULY, A.D. 19 91.

Bob Taft

Bob Taft
Secretary of State

SEC 6002 (Rev. 12/90)

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APPROVED

AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

SIMERO CORPORATION

The President and Secretary of SIMERO CORPORATION, a corporation organized under the laws of the State of Ohio and located in Radnor Township, Delaware County, Ohio, certify:

1. The Articles of Incorporation are amended by the following resolution adopted by both the Board of Directors and the sole Shareholder of the Corporation:

IT IS RESOLVED AS FOLLOWS:

AMENDMENT OF ARTICLES OF INCORPORATION. The Articles of Incorporation shall be amended so that Article Fourth is deleted in its entirety and the following is substituted as the new Article Fourth:

"Capital Stock.

a. Total Shares. The corporation has the authority to issue Seven Hundred Fifty (750) shares of common stock and Seven Hundred Fifty (750) shares of preferred stock.

b. Par Value. The common stock are to be issued at no par value. The preferred shares are to be issued at a par value of Five Hundred Dollars ($500.00) per share.

c. Dividend Preference. Preferred shareholders are entitled to receive dividends on the value of their stock at a rate of twelve and one-quarter percent (12.25%) per year. Such dividend rights are cumulative. Such dividends shall be paid before any dividends are paid to the common shareholders.

d. Liquidation Preference. If the corporation is dissolved or liquidated, the preferred shareholders are entitled to receive the par value of theirs shares plus any accrued and unpaid dividends before any distribution is made to common shareholders. After such payment, the remaining assets of the corporation shall be distributed solely among the common shareholders, according to their respective shares.

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e. Voting Rights. Only the common shares shall have voting rights."

2. The above resolution was adopted by the unanimous vote of the Board of Directors and the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands to this AMENDMENT TO THE ARTICLES OF INCORPORATION OF SIMERO CORPORATION this 1st day of July, 1991.

John M. Howald, President

Beverly J. Howald, Secretary