

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/17/91

H0217-1627

CHARTER NUMBER: 488268
ROLL AND FRAME: H217-1627

CORPORATION:

UNIVERSAL ADVERTISING ASSOCIATES, INC.

DOCUMENT NUMBER

CODE

FEE

91100922001

AMD

35.00

91100922002

AGA

3.00

CHL

NO FEE

030255

RETURN TO: KEATING, MUETHING & KLEKAMP
ATT: L.S. PETRIE
P.O. BOX 1300
CINCINNATI, OH 45202

0164

H217-1628



The State of Ohio

Bob Taft

Secretary of State

483268

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: AMC AGA CHL

of:

UNIVERSAL ADVERTISING ASSOCIATES, INC.

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



Recorded on Roll H217 at Frame 1629 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 9TH day of OCT,
A.D. 19 91.

Bob Taft
Bob Taft
Secretary of State



Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form SH-AMD (January 1991)

Charter No. 489268
Approved [Signature]
Date 10-9-91
Fee 35.00

H0217-1629

CERTIFICATE OF AMENDMENT by Shareholders to the Articles of Incorporation of

Universal Advertising Associates, Inc.

(Name of Corporation)

Lawrence Vonderhaar, who is:

☐ Chairman of the Board ☒ President ☐ Vice President (check one)

and

Kevin E. Irwin, who is:

☒ Secretary ☐ Assistant Secretary (Check one)

of the above named Ohio corporation for profit do hereby certify that: (check the appropriate box and complete the appropriate statements)

☐ a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on _____, 19____ at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise _____% of the voting power of the corporation.

☒ in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

RESOLVED: that the second paragraph of the Articles of Incorporation be amended to read as follows:

SECOND. The place in Ohio where its principal office is to be located is Cincinnati, Hamilton County, Ohio.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this 30 day of September, 1991.

By

Lawrence Vonderhaar
~~Chairman~~, President, ~~Vice President~~

By

Kevin E. Irwin
(Secretary, Assistant Secretary)

NOTE: Ohio law does not permit one officer to sign in two capacities. Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form AGA (December 1990)

Charter No. 4400269
 Approved [Signature]
 Date 10-9-91
 Fee \$3.00

H0217-1630

CHANGE OF ADDRESS OF STATUTORY AGENT FOR OHIO CORPORATIONS

The address of Lawrence C. Vonderhaar, the statutory agent for
 (name of agent)

Universal Advertising Associates, Inc. has been changed to:
 (name of corporation)

8236 Strimple Road

Cleves, Hamilton County (new street address)

(city), Ohio 45002
 (zip code)

from:

1565 Sanborn Drive

(old street address)

Cincinnati, Hamilton County
 (city)

Ohio 45215
 (zip code)

NOTE: P.O. Box address are not acceptable for cities with populations over 2,000.

This document is signed by the ~~Chairman of the~~ Board, President, a Vice President, Secretary or an Assistant Secretary of the corporation.

Lawrence C. Vonderhaar
 Lawrence C. Vonderhaar

INSTRUCTIONS

- 1) A change of address of statutory agent must be signed by the chairman of the board, the president, a vice-president, the secretary or an assistant secretary. R.C. 1701.07(L), 1702.06(K)
- 2) The filing fee is \$3.00. R.C. 1701.07(M), 1702.06(L). Please make checks payable to the Secretary of State.

H0217-1631

KEATING, MUETHING & KLEKAMP
ATTORNEYS AT LAW1800 PROVIDENT TOWER
ONE EAST FOURTH STREET

POST OFFICE BOX 1000

CINCINNATI, OHIO 45202

TELEPHONE (513) 579-6400

FACSIMILE (513) 579-6457

October 7, 1991

JOHN E. MUETHING
DONALD E. KLEKAMP
TIMOTHY A. LARNEY
GARV. P. KREIDER
DOUG R. GARDNER
MICHAEL J. BURKE
LOUISE E. GILGAM
HERBERT B. WEISS
JOSEPH P. HOUSE
RICHARD D. SIEGEL
JOSEPH L. TRAUTH, JR.
JAMES R. WHITAKER
J. DAVID ROSENBERG
ROBERT W. MAXWELL
J. NEAL GARDNERRODARD J. CHURCHMAN JR.
PAUL W. MUETHING
J. HOMER C. RANDOLPH
JAMES E. BURKE
KEVIN E. IRWIN
MICHAEL H. BROWN
TIMOTHY B. MATTHEWS
WILLIAM J. KEATING JR.
WILLIAM A. POSEY
JOSEPH P. MELLER
MARK J. WEBER
GREGORY M. UTTER
ROBERT E. COLETT
SHERYL M. LINNE
JAMES M. JANSINGMARK E. MUETHING
ROBERT A. KLINGLER
VIVIAN M. BABY
JAMIE D. SCOTT
ANN B. MILLER
PATRICK F. FISCHER
JOHN R. BRINKER
THOMAS A. CANERIS
DONALD A. LANE
ROBERT G. SANKER
DAVID K. MONTGOMERY
STEVEN R. SMITH
GREGORY J. TASSONE
JAMES R. MATTHEWS
MICHAEL F. BIGLERGAIL GLASSMEYER PRYSE
LISA WINTERSHEIMER MICHEL
W. KEITH NOEL
JOHN E. GARDNER
PAMELA MORGAN HODGE
LAURA L. WARREN
KENNETH P. KREIDER
LAURA S. PETRIE
DANIEL E. IZENSON
GAIL T. KING
MARY R. TRUE
DANIEL J. DONNELSON

WILLIAM J. KEATING
CAROL DUANE OLSON
COUNSEL

*ALSO ADMITTED IN KENTUCKY

Direct Dial: (513) 579-6585

CORRESPONDENCE

Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

Dear Sir/Madam:

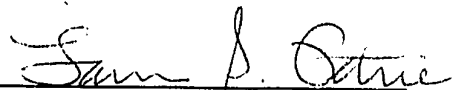
RE: Universal Advertising Associates, Inc.

Please find enclosed completed Change of Address of Statutory Agent for Ohio Corporation and Certificate of Amendment by Shareholders to the Articles of Incorporation forms for the above-referenced corporation. Also enclosed is a check in the amount of \$38.00 to cover filing fees.

Please return a time-stamped copy of each form to the undersigned in the enclosed envelope. Thank you.

Very truly yours,

KEATING, MUETHING & KLEKAMP

BY: 

Laura S. Petrie

smr

Enclosure