DOC ID ----> H272_0288

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/15/92

CHARTER NUMBER: 237749
ROLL AND FRAME: H272-0288

H0272-0288

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
PROJECTS UNLIMITED, INC.	92010239801	AMD	487.30
		INC	NO FEE

051692

RETURN TO: THOMPSON,HINE & FLORY
ATT:S.S.GAGE
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DAYTON, OH 45401

0156

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H0272-0289

The State of Ohio

Bob Taft

Secretary of State

237749

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:

PROJECTS UNLIMITED, INC.

Recorded on Roll H272 at Frame 0289 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 31ST **day of** DEC, **A.D. 19** 91.

Bob Taft

Bob Taft
Secretary of State

SEC 6002 (Rev. 12/90)

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PROJECTS UNLIMITED, INC.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

DAVID S. WYSE, President, AND DAVID L. WYSE, Secretary, of PROJECTS UNLIMITED, INC., an Ohio corporation (the "Corporation"), do hereby certify that by written consent without meeting in accordance with Section 1701.54 of the Ohio Revised Code, the sole shareholder of the Corporation adopted the following resolution on December 30, 1991:

> RESOLVED, that Article IV and Article V of the Articles of Incorporation of the Corporation be, and they are hereby, amended to read as follows:
>
> FOURTH. The maximum number of shares which the corporation is authorized to have issued and outstanding is Ten Thousand Seven Hundred and Forty (10,740) shares, which shall be classified as follows:
>
> A. One Thousand and Eighty (1,080) Class A Voting Common Shares, without par value;
>
> B. Nine Thousand Five Hundred and Sixty (9,560) Class B Nonvoting Common Shares, without par value; and
>
> C. One Hundred (100) Preferred Shares, par value $100.00 per Share.
>
> Each of the One Thousand and Eighty (1,080) Common Shares of the corporation outstanding on the date hereof shall be converted and changed into One (1) Class A Voting Common Share and Seven (7) Class B Nonvoting Common Shares. As a result of and immediately after such conversion and change, there will be outstanding One Thousand and Eighty (1,080) Class A Voting Common Shares and Seven Thousand Five Hundred and Sixty (7,560) Class B Nonvoting Common Shares of the corporation.

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Section 1. The express terms and provisions of the Class A Voting Common Shares and the Class B Nonvoting Common Shares shall be identical, except with respect to voting rights. The holders of Class A Voting Common Shares shall be entitled to receive written notice of all meetings of shareholders and to have one vote for each Class A Voting Common Share held by them, respectively. The holders of Class B Nonvoting Common Shares shall be entitled to receive written notice of all informational meetings of shareholders at which no matter shall be voted upon and shall have no voting rights with respect to such shares, except as rights to notice and to vote are otherwise specifically granted to holders of classes of shares in accordance with the General Corporation Law of Ohio.

Section 2. The holders of Preferred Shares shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of seven percent (7%) per annum, and no more, payable semi-annually on the first days of January and July in each year. The dividends on the Preferred Shares shall be cumulative and shall be payable before any dividends on the Common Shares shall be paid or set apart, so that if in any year, dividends amounting to seven percent (7%) shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid or set apart for the Common Shares. Whenever all cumulative dividends on the Preferred Shares for all previous years shall have been declared and shall have been payable, and the accruing semi-annual installments for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for previous years, and such accrued semi-annual installments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the Common Shares, payable then or thereafter out of the remaining surplus or net profits. Dividends must be declared and paid semi-annually as herein provided on the Preferred Shares whenever there is surplus or net

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profits of the corporation on hand sufficient to pay the same. One-half of the seven percent (7%) per annum dividend provided for herein shall be paid in each of the semi-annual installments above herein provided, if there is surplus or net profits of the corporation on hand sufficient to pay the same.

Preferred Shares shall be subject to redemption at One Hundred Twenty Five Dollars ($125.00) per share, and accumulated dividends thereon to date of redemption at any time after three (3) years from date of issue thereof, at such time or times and in such manner as the Board of Directors shall determine.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the Preferred Shares shall be entitled to be paid in full, both the par amount of their shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the Common Shares, and after the payment to the holders of the Preferred Shares of such par value and the dividends thereon, the remaining net assets and funds of the corporation shall be divided and paid to the holders of Common Shares, according to their respective shares.

So long as the corporation shall not be in default in payment of regular dividends of seven percent (7%) per annum thereon, the holders of Preferred Shares shall not be entitled to vote at any meeting of the shareholders of the corporation; but in case of such default continuing for a period of three (3) years, and so long thereafter as the same shall continue, the holders of Preferred Shares shall be entitled to one vote for each Preferred Share held by them.

If any holder of Preferred Shares shall decide to sell the same or part thereof, such holder shall be required to first offer the same for sale to the corporation at the lowest price at which such holder is willing to sell the same,

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and if the corporation does not elect to purchase such Preferred Shares, the holder thereof may sell the same at a price not less than that previously indicated to the corporation.

FIFTH. No holder of shares of any class of the corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

We further certify that the foregoing resolution has not been amended or rescinded and remains in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of the Corporation, have hereunto subscribed their names this 30th day of December, 1991.

DAVID S. WYSE, President

DAVID L. WYSE, Secretary

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MOBSTERS

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BOB TAFT
SECRETARY OF STATE