DOC ID ----> H491_1013

SECRETARY OF STATE
ESSING STATEMENT
7/92

CHARTER NUMBER: 533456
ROLL AND FRAME: H491-1013

H491-1013

PORATION:

ANTAGE, INC.

DOCUMENT NUMBER	CODE	FEE
92121607601	ARF	75.00
92121607601	MIS	10.00

066775

RETURN TO: MCDONALD,HOPKINS,BURKE & HABER CO.
ATTN M T LOMBARDI
600 SUPERIOR AVE E
CLEVELAND OH 44114-2653

0265

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H491-1014

The State of Ohio

Bob Taft

Secretary of State

833456

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Fillings; that said records show the filing and recording of: ARF MIS

of:

ENVANTAGE, INC.

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

Recorded on Roll H491 at Frame 1015 of the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 16TH day of DEC , A.D. 19 92 .

Bob Taft

Bob Taft
Secretary of State

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H 491-1013

By 1114
Date 12.16.92
Room 75
92121600 7601

ARTICLES OF INCORPORATION
OF
ENVANTAGE, INC.

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

1 – Name. The name of the corporation is Envantage, Inc.

2 – Principal Office. The corporation's principal office is located in the City of Cleveland, County of Cuyahoga, State of Ohio.

3 – Purpose. The purpose for which the corporation is formed is 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.

4 – Shares. The maximum number of shares which the corporation is authorized to have outstanding is seven hundred fifty (750), all of which shall be common shares without par value.

5 – Purchase of Shares. The corporation may from time to time, pursuant to authorization by the directors and without action by the shareholders, purchase or otherwise acquire any of the outstanding shares of the corporation in such manner, upon such terms and in such amounts as the directors shall determine and as are agreed upon between the corporation and the selling shareholder, provided, however, the corporation has funds legally available for said purchase or acquisition.

6 – Voting. The holders of a majority of the outstanding voting shares are authorized to take any action which, but for this provision, would require the vote or other action of the holders of more than a majority of such shares.

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7 – Conflict of Interest. A director or officer of the corporation shall not be disqualified, because of his office, from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any such 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 if the fact that such director, officer, firm, or corporation is so interested is disclosed to or is known by such directors of the corporation who are present at the meeting of the directors at which action upon such transaction is taken; nor shall any such director or officer be accountable or responsible to the corporation with respect to any such transaction of the corporation or for any gains or profits realized by him because 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; and any such director may be counted in determining the existence of a quorum at any meeting of the directors of the corporation which will authorize or take action with respect to any such transaction, and may vote thereat to authorize, ratify, or approve any such transaction 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. As used herein, "transaction" includes any contract or other act of the corporation.

HC491-1617

IN WITNESS WHEREOF, I have hereunto subscribed by name

on DECEMBER 11, 1992.

M T Lombardi

Maria T. Lombardi

SOLE INCORPORATOR

0432M

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H0491-1018

ORIGINAL APPOINTMENT OF AGENT

The undersigned, sole incorporator of Envantage, Inc., hereby appoints David J. Balazs, a natural person, resident of the State of Ohio, upon whom any process, tax notice, or demand required or permitted by statute to be served upon the corporation may be served.

His complete address is: 3613 Strandhill Road, Shaker Heights, Ohio 44122.

Maria T. Lombardi

SOLE INCORPORATOR

ACCEPTANCE OF APPOINTMENT AS AGENT

The undersigned hereby accepts the appointment, by the sole incorporator, as the Agent for Envantage, Inc., upon whom any process, tax notice, or demand required or permitted by statute to be served upon corporation may be served.

David J. Balazs

AGENT

0433M

McDonald, Hopkins,
Burke & Haber CO, L.P.A.
ATTORNEYS AT LAW

2100 Bank One Center
600 Superior Avenue, E.
Cleveland, OH 44114-2653
Telephone (216) 348-5400
Fax (216) 348-5474

H0491-1019

EXPEDITED SERVICE

December 15, 1992

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

NK231420
12-4-92
H9468-16605

Re: Envantage, Inc.

Dear Sir/Madam:

Please find enclosed the following documents for the incorporation of Envantage, Inc. by expedited service:

1. Articles of Incorporation;
2. Original Appointment of Agent;
3. Check in the amount of $85.00, payable to the "Ohio Secretary of State", for the filing fee and expedited service.

Please confirm the date of incorporation by calling me collect at 216/348-5754.

Very truly yours,

Mia T. Lombardi

MTL/ts
Enclosures
0126.mtl
cc: David Balazs