DOC ID ----> H523_1349

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/02/93

CHARTER NUMBER: 836795
ROLL AND FRAME: H523-1349

H0523-1349

CORPORATION:

NEO DEVELOPMENT CORP.

DOCUMENT NUMBER	CODE	FEE
93020109601	ARF	75.00
93020109601	MIS	10.00

059413

RETURN TO: WARREN AND YOUNG
ATTN E T WARREN
P O BOX 278
ASHTABULA OH 44004

0373

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The State of Ohio

Bob Taft

Secretary of State

836795

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 MIS

of:

NEO DEVELOPMENT CORP.

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

Recorded on Roll H523 at Frame 1351 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 1ST day of FEB A.D. 1993

Bob Taft

Bob Taft
Secretary of State

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H0523-1351

APPROVED
By MHP
Date 2/95
Amount 75
93020109604

ARTICLES OF INCORPORATION

OF

NEO DEVELOPMENT CORP.

The undersigned, who is a citizen of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, does hereby certify:

FIRST: The name of the corporation shall be **NEO DEVELOPMENT CORP.**

SECOND: The place in Ohio where its principal office is to be located is 2032 Aetna Road, Ashtabula, County of Ashtabula, Ohio.

THIRD: The purpose of the corporation 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.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750) all of which shares shall be common stock without par value.

FIFTH: The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars ($500.00).

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and, if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time,

in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation

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or other securities of the corporation, to such extent of amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

The corporation reserves the right, at any time and from time to time, substantially to change its purposes, in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purpose or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

SEVENTH: A director or officer of this 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 or contract or act of this 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 any director or officer is a member or any corporation of which any director or officer is a shareholder or director or officer is in any way interested in such transaction or act, provided the fact that such director or officer, or such firm or such 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 or transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm

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of which he is a member or any corporation of which he is a shareholder or director or officer is interested in such transaction or contract or act; and any such 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 to any such contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or 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 or director or officer were not interested in such transaction or contract or act.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name the _____ day of _____, 1993.

BY: _____
RONALD R. KISTER
Sole Incorporator

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ORIGINAL APPOINTMENT OF AGENT

NEO DEVELOPMENT CORP.

The undersigned Sole Incorporator of **NEO DEVELOPMENT CORP.** hereby appoints **RONALD R. KISTER**, a natural person resident in the state in which the corporation has its principal office, as the Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is: 2032 Aetna Road, Ashtabula, OH 44004.

NEO DEVELOPMENT CORP.

Ronald R. Kister
Sole Incorporator

January 30, 1993

NEO DEVELOPMENT CORP.

Gentlemen:

I hereby accept appointment as Agent of your corporation upon whom any process, tax notices or demand may be served.

Ronald R. Kister
Agent

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WARREN and YOUNG
Attorneys at Law
134 West 46th Street P.O. Box 278
Ashtabula, Ohio 44004
(216) 997-6175
Fax: (216) 992-9114

L. Terry Warren
William F. Riedel
Carl F. Muller
Stuart W. Condell
James D. Masur II
J. Adam Zangerle

Theodore F. Warren (1897-1969)
M. H. Young (1910-1971)

January 29, 1993

Secretary of State Robert Taft
Corporations Division, 14th Floor
30 East Broad Street
Columbus, OH 43266-0418

Re: **NEO DEVELOPMENT CORP.**

Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation;

2. Original Appointment of Agent;

3. Our check in the amount of $85.00 payable to Secretary of State of Ohio, which includes a $10.00 fee to expedite.

Please file the enclosed incorporation papers and return the original to the undersigned in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

L. Terry Warren