

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/05/93

CHARTER NUMBER: 626053
ROLL AND FRAME: H526-0788

H526-0788

CORPORATION:

PARK PROPERTIES, INC.

DOCUMENT NUMBER	CODE	FEE
9212222701	DIS	35.00
	AGS	NO FEE

060487

RETURN TO: SCHWARTZ, KELM, WARREN & RUBENSTEIN
ATTN T HIPHER
41 S HIGH ST STE 2300
COLUMBUS OH 43215

0270



The State of Ohio

Bob Taft

H526-0789

Secretary of State

626053

❖ 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: DIS AGS

of:

PARK PROPERTIES, INC.

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



Recorded on Roll H526 at Frame 0790 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 22ND day of DEC

A.D. 19 92

Bob Taft
Bob Taft
Secretary of State

H526-0790

CERTIFICATE OF DISSOLUTION
OF
PARK PROPERTIES, INC.

626053
12-22-92
300
92122220701

Jeffrey E. Epstein, the Vice President of Park Properties, Inc., an Ohio corporation which filed its Articles of Incorporation in the office of the Secretary of State on the 5th day of January, 1984, and Jeffrey J. Smith, the Secretary of said corporation, do hereby certify that:

FIRST. The name of the corporation is Park Properties, Inc.

SECOND. The place in Ohio where its principal office is or is to be located is Columbus, Franklin County, Ohio.

THIRD. The names, titles and post office addresses of its sole director and officers are:

Leslie H. Wexner	Director and President	c/o Wexner Investment Company 41 South High Street, Suite 3710 Columbus, Ohio 43215
Jeffrey E. Epstein	Vice President	c/o Wexner Investment Company 41 South High Street, Suite 3710 Columbus, Ohio 43215
Jeffrey J. Smith	Secretary	c/o Wexner Investment Company 41 South High Street, Suite 3710 Columbus, Ohio 43215

FOURTH. The name and address of the statutory agent is Dorothy Snow, c/o Schwartz, Kelm, Warren & Rubenstein, 41 South High Street, Suite 2300, Columbus, Ohio 43215.

FIFTH. The undersigned have been authorized to execute and file this Certificate by a resolution adopted in a writing pursuant to the provisions of Section 1701.54 of the Ohio Revised Code by the sole shareholder who declared that the corporation has elected to wind up its business and dissolve.

IN WITNESS WHEREOF, said Jeffrey E. Epstein, Vice President, and Jeffrey J. Smith, Secretary, of Park Properties, Inc., acting for and on behalf of said Corporation, have hereunto subscribed their names this 16 day of December, 1992.

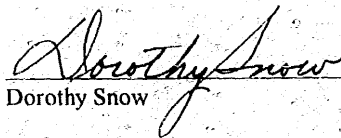
Jeffrey E. Epstein, Vice President

Jeffrey J. Smith, Secretary

H0526-0791

ACCEPTANCE OF APPOINTMENT

The undersigned, Dorothy Snow, named in the foregoing Certificate of Dissolution as the statutory agent for Park Properties, Inc., hereby acknowledges and accepts the appointment as statutory agent for said corporation.


Dorothy Snow

H0526-0792

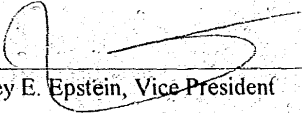
AFFIDAVIT

STATE OF OHIO,

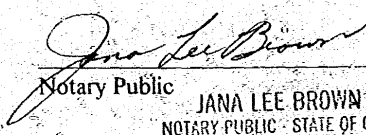
SS:

COUNTY OF FRANKLIN,

Jeffrey E. Epstein, being first duly sworn, deposes and says that he is the Vice President of Park Properties, Inc.; that this affidavit is made in compliance with Section 1701.86 of the Ohio Revised Code; that said corporation has no personal property in any county in the State of Ohio; and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.


Jeffrey E. Epstein, Vice President

Sworn to and subscribed before me and in my presence this 16th day of December, 1992.


Notary Public

JANA LEE BROWN
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION EXPIRES MAR. 05, 1995

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AFFIDAVIT **H526-0793**

In lieu of dissolution releases from various governmental authorities
(Section 1701.86(H)(6) of the Ohio Revised Code)

The undersigned, being duly sworn, declares that on the dates indicated below each of the named governmental authorities was advised in writing by

PARK PROPERTIES, INC.
(Name of Corporation)

of the scheduled date of filing of the certificate of dissolution and of the acknowledgment by the Corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.*

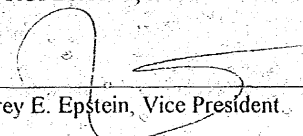
AUTHORITYDATE NOTIFIED

- | | |
|--|---------------------------|
| 1. Ohio Department of Taxation
Dissolution Section
Box 2476
Columbus, Ohio 43215 | December <u>16</u> , 1992 |
| 2. The Treasurer of each County named below:

Franklin | December <u>16</u> , 1992 |
| 3. Ohio Bureau of Employment Services,
Status and Liability Section
145 South Front Street
Columbus, Ohio 43215 | December <u>16</u> , 1992 |
| 4. Ohio Bureau of Workers' Compensation
30 West Spring Street
Columbus, Ohio 43266-0581 | December <u>16</u> , 1992 |

(Note: This affidavit must be signed by one or more persons executing the certificate of dissolution or an officer of the corporation.)

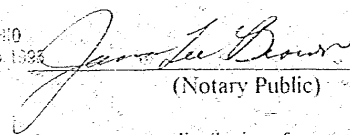
PARK PROPERTIES, INC.

By: 
Jeffrey E. Epstein, Vice President

Sworn to before me and subscribed in my presence this 16th day of December, 1992.

My commission expires JANA LEE BROWN

NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION EXPIRES 12.05.1995


(Notary Public)

* Section 1701.95 states in part that directors who vote for or assent to a distribution of assets to shareholders during the winding up of the affairs of the corporation without the payment of all known obligations of the corporation or without making adequate provision therefor are jointly and severally liable to the corporation to the extent that the obligations (not otherwise barred by statute) are not paid or for the payment of which adequate provision has not been made; and that a shareholder who knowingly receives such a distribution may also be liable to the corporation.

Approved for filing:

43266-0581
Columbus - Franklin
12-22-92

Ohio Secretary of State Return Slip
Dissolution/Surrender

December 29, 1992

Ted Hipsher
Schwartz, Kelm, Warren & Rubenstein
41 S. High St., Suite 2300
Columbus, Ohio 43215

NOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT OF
\$ 35.00 MUST ACCOM-
PANY THE CORRECTED
DOCUMENTS. COMPLETED
DOCUMENTS MUST BE RE-
TURNED WITHIN 30 DAYS OR A
REFUND WILL BE ISSUED.

Re: Park Properties, Inc.Document No. 92122222701Additional Fee Required: \$

Dear Sir or Madam:

The enclosed documents are being returned unfiled for the following reason(s):

- _____ 1. The corporation's name is incorrect. Please see exact name above.
- _____ 2. The corporation's charter number is incorrect. Our records show No. _____
- _____ 3. Item #3 must be completed.
- _____ 4. Item #4 must be completed.
- _____ 5. Item #3 must list both the Officers and the Directors of the corporation. If they are the same individuals, their separate titles must be clearly indicated.
- _____ 6. Item (#4)(#5) must be completed. The statutory agent must have an Ohio address.
- _____ 7. Item (#5)(#6) must be completed IN FULL. We must know in what manner the resolution to dissolve has been adopted.
- _____ 8. The date of incorporation is incorrect. The correct date is _____
- _____ 9. The certificate must be executed by 2 officers of the corporation. One signature must be of the chairman of the board, president or vice-president and the second signature must be of the secretary or assistant secretary. One individual may not sign in both capacities and if necessary, an election or an appointment must be made for this purpose.
_____ If the corporation has a close corporation agreement in effect, the enclosed Close Corporation Affidavit may be completed.
- _____ 10. Post Office box addresses are not acceptable where the population of the city, township or municipality listed exceeds 2,000 persons. Please give street address for item(s) # _____
- _____ 11. The Affidavit of Personal Property must be completed IN FULL (if you failed to submit one, we have enclosed one for your convenience).

CORRESPONDENCE

H526-0794