

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
07/07/93

CHARTER NUMBER: 848699
ROLL AND FRAME: H629-0758

H0629-0758

CORPORATION:

DOCUMENT NUMBER	CODE	FEE
93062818801	ARF	75.00

PARLIAMENT PARK CAPITAL, INC.

001338

RETURN TO: COOLIDGE, HALL, WOMSLEY & LOMBARD
ATTN R A SCHWARTZ
33 W FIRST ST #600
DAYTON OH 45402-1289

0068

H629-0758



The State of Ohio

Bob Taft

Secretary of State

848699

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

of:

PARLIAMENT PARK CAPITAL, INC.

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

Recorded on Roll H629 at Frame 0760 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 28TH day of JUNE ,

A.D. 19 93 .



Bob Taft
Bob Taft
Secretary of State

H0629-6760

ARTICLES OF INCORPORATION

OF

PARLIAMENT PARK CAPITAL, INC.

APPROVED

By [Signature]
Date 6-28-93
Amount 11-75
9306231801

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

FIRST: The name of this corporation is PARLIAMENT PARK CAPITAL, INC.

SECOND: The place in Ohio where its principal office is located is the Washington Township, Montgomery County, Ohio.

THIRD: The purposes for which the corporation is formed are:

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 and amendments thereto. Nothing herein shall be deemed to limit or exclude in any manner any capacity, power, right, privilege or authority granted to, or inhering within, this corporation by virtue of the common law and the General Corporation Law of Ohio, as the same may be amended from time to time.

FOURTH: The authorized number of shares of the corporation is Seven Hundred Fifty (750), all of which shall be designated Common Shares, no par value.

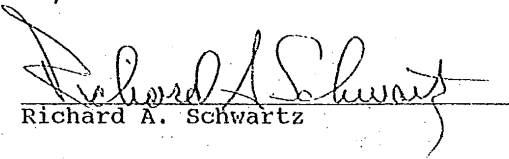
FIFTH: Whenever the vote, consent, waiver or release of the shareholders shall be required under the General Corporation Law of Ohio, as the same may be amended from time to time, there shall be required only an affirmative or negative vote, as the case may be, of the holders of a majority of the shares for the particular vote, consent, waiver or release to become effective.

SIXTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of this corporation, this corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by this corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of this corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of this corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

H0629-0761

SEVENTH: No holder of shares of any class of this corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the corporation, or any bonds, debentures, or other securities convertible into any shares of the corporation.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 23 day of June, 1993.


Richard A. Schwartz

2088892\100RAS.ART
6-23-93-1

H0629-0762

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of PARLIAMENT PARK CAPITAL, INC. hereby appoints Richard A. Schwartz to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

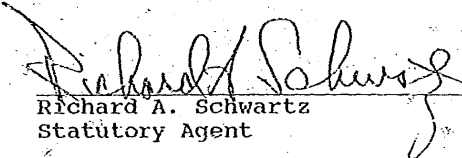
The complete address of the agent is: Suite 600, 33 W. First Street, Dayton, Ohio 45402.

Date: June 23, 1993


Richard A. Schwartz
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Richard A. Schwartz, named herein as the statutory agent for PARLIAMENT PARK CAPITAL, INC., hereby acknowledges and accepts the appointment of statutory agent for said corporation.


Richard A. Schwartz
Statutory Agent

2088892\100RAS.AGT
6-23-93-1

Robert B. Wonsley
 John C. Lombard
 Ronald S. Pretekin
 Roger J. Makley
 Jonas J. Gruenberg
 Jeffrey A. Melnick
 Merle F. Wilberding
 Hugh E. Wall, III
 Robert P. Bartlett, Jr.
 Glenn L. Bower
 J. Stephen Herbert
 John A. Cumming
 Fred A. Ungerman, Jr.
 R. Scott Blackburn
 Richard A. Schwartz
 Sam Waxwar
 Terence L. Fague
 Kevin J. O'Brien
 Timothy D. Hoffman
 Steven C. Scudder
 John C. Chambers
 Douglas M. Ventura
 Jarice M. Paulus
 Laura G. Harrelson
 Martin R. Dunn
 Brett L. Thurman
 C. Marshall Esler, Jr.
 Douglas C. Taylor
 James M. Hill
 Thomas M. Hanna
 Randolph J. Bernard
 Susan N. Elliott
 Gregory T. Engler
 Elizabeth H. Blauner
 Mattison C. Painter
 Peter A. Igel
 Jeffrey A. Mullins
 David N. Reed

J. Bradford Coolidge
 1858-1965

Retired
 Hugh E. Wall, Jr.

COOLIDGE
 WALL
 WOMSLEY &
 LOMBARD

A Legal Professional
 Association

H0629-C763

600 IBM Building
 33 West First Street
 Dayton, Ohio 45402-1269
 513-223-8177
 Telecopier: 513-223-6705
 Cable: COOL-LAW
 Direct Dial Number

513-449-5773

June 23, 1993

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

CORRESPONDENCE

Re: Parliament Park Capital, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation and an Original Appointment of Agent for filing on behalf of the above-referenced company, as well as a check in the amount of \$75.00 in payment of the filing fee.

Please return the authenticated documents to me at the above address. If you have any questions regarding this filing, please call me collect.

Sincerely,

Richard A. Schwartz
 Richard A. Schwartz

RAS:dcs
 Enclosures
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