

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
07/08/93

CHARTER NUMBER: 848882
ROLL AND FRAME: H631-0201

H0631-0201

CORPORATION:

GFS LEASING & MANAGEMENT, INC.

DOCUMENT NUMBER	CODE	FEE
93070800501	ARF	75.00
93070800501	MIS	10.00

002056

RETURN TO: DUBIN, JOSEPH & SHAGRIN
ATTN G W DUBIN
75 PUBLIC SQ STE 650
CLEVELAND OH 44113

0368



The State of Ohio

Bob Taft

H0631-0202

Secretary of State

848882

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:

GFS LEASING & MANAGEMENT, INC.

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

Recorded on Roll H631 at Frame 0203 of
the Records of Incorporation and Miscellaneous Fillings.

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

Columbus, Ohio, this 7TH day of JULY ,

A.D. 19 93 .



Bob Taft
Bob Taft
Secretary of State

H0631-0203

ARTICLES OF INCORPORATION

OF

GFS LEASING & MANAGEMENT, INC.

APPROVED

By MHPDate 7.7.93Amount 75

93070800501

The undersigned, desiring to form a corporation for profit under the general corporation law of Ohio, does hereby certify:

FIRST: The name of said corporation shall be:
GFS Leasing & Management, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is: Navarre, Stark County, Ohio.

THIRD: The purpose for which it is formed is to engage in any lawful act or activity for which corporations may be formed under Section 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).

FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SIXTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, lessee, lessor or otherwise; nor shall any transaction, contract or act of the 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 such director or officer is a shareholder, director, officer, or employee is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or 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 such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to this corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains or profits realized by him by reason of the fact that 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, contract or act, and any such director or officer, if such officer is a 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 of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, 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, officer or

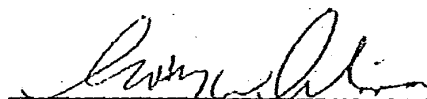
H0631-0204

director, were not interested in such transaction, contract or act. In supplementation and not in limitation of the foregoing, any contract, transaction or act of this corporation which is authorized or ratified by a majority vote of shareholders at a regular or special meeting of the shareholders of this corporation, or by written approval of a majority of all shareholders of this corporation entitled to vote, shall be binding upon this corporation, whether or not any shareholder, director or officer of this corporation may directly or indirectly have an interest in such transaction, contract or act, either individually or as a director, officer or shareholder of another corporation or as a member of a firm or association, provided such interest is disclosed to the shareholders of this corporation present at any such regular or special meeting, or is disclosed to all shareholders prior to the execution of a written approval of the shareholders.

SEVENTH: Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the corporation, including cost of any settlement thereof, whether or not his is a director, officer or employee at the time such expenses are incurred, except in cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.

EIGHTH: The amount of capital with which the corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, these articles are signed at Cleveland, Ohio, this 6th day of July, 1993.



GARY W. DUBIN

Incorporator



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form AGO (August 1992)

H0631-0205

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____
GFS Leasing & Management, Inc., hereby appoint
 (name of corporation)
Gary W. Dubin to be statutory agent upon whom any
 (name of agent)
 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:
75 Public Square, Suite 650
 (street address)
Cleveland Ohio 44113
 (city) (zip code)

NOTE: P.O. Box addresses are not acceptable.

GARY W. DUBIN (Incorporator)
 (Incorporator)
 (Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Gary W. Dubin, named herein as the statutory agent for
GFS Leasing & Management, Inc., hereby acknowledges and accepts the
 (name of corporation)
 appointment of statutory agent for said corporation.

GARY W. DUBIN Statutory Agent

INSTRUCTIONS

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

* As of October 3, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.

DUBIN, JOSEPH & SHAGRIN
ATTORNEYS AND COUNSELLORS AT LAW
75 PUBLIC SQUARE
SUITE 650
CLEVELAND, OHIO 44113

H0631-0206

GARY W. DUBIN
JAMES GORDON JOSEPH
MICHAEL B. SHAGRIN

NOT A PARTNERSHIP
216/241-6055
FAX: 216/241-4851

July 6, 1993

FEDERAL EXPRESS

Secretary of State
Attn: Corporations
30 East Broad Street, 14th Floor
Columbus, OH 43266-0418

Re: GFS LEASING & MANAGEMENT, INC.

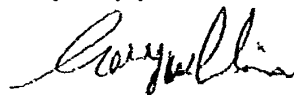
Gentlemen:

CORRESPONDENCE

Enclosed please find Articles of Incorporation and Original Appointment of Statutory Agent for the above-named entity. Also enclosed is a check in the amount of \$85.00 for expedited filing costs.

Please return the recorded documents to the undersigned in the envelope provided. Thank you for your assistance in this matter.

Very truly yours,



Gary W. Dubin

GWD/rn
Enclosures