DOC ID ----> H631_1701

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
07/09/93

CHARTER NUMBER: 441907
ROLL AND FRAME: H631-1701

H0631-1701

CORPORATION:

FEDERAL PROCESS COMPANY

DOCUMENT NUMBER	CODE	FEE
93070116101	AMA	2335.00
93070116101	MIS	10.00
	INC	NO FEE

002371

RETURN TO: CALFEE, HALTER & GRISWOLD
ATTN C LEVY
88 E BROAD
COLUMBUS OH 43215

0277

DOC ID ----> H631_1701

H631-1702

The State of Ohio

Bob Taft

Secretary of State

441907

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: AMA MIS INC

of:

FEDERAL PROCESS COMPANY

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

Recorded on Roll H631 at Frame 1703 of the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 1ST **day of** JULY ,

A.D. 19 93 .

Bob Taft

Bob Taft
Secretary of State

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H631-1703

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FEDERAL PROCESS COMPANY

The undersigned officers of FEDERAL PROCESS COMPANY (the "Corporation"), an Ohio corporation, do hereby certify that in a writing signed by the Sole Shareholder of the Corporation, as permitted by Section 1701.54 of the Ohio Revised Code, the following amendment to the Articles of Incorporation of the Corporation was adopted on June 30, 1993.

> RESOLVED, that the Amended and Restated Articles of Incorporation attached hereto as Exhibit A are adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto.
>
> RESOLVED, that the Chairman of the Board, the President or Vice President and the Secretary or Assistant Secretary of the Corporation are authorized and directed to execute and file in the office of the Secretary of State of Ohio an appropriate Certificate of Amendment to render effective said Amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have hereunto subscribed their names.

Jon H. Outcalt, Chairman of the Board and Treasurer

James B. Naylor, Executive Vice President and Assistant Secretary

431/08836AOA.317

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JUL 2 1993
DRAFT

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H0631-1704

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

FEDERAL PROCESS COMPANY

* * *

Adopted June 30, 1993

ARTICLE I

The name of the corporation is Federal Process Company.

ARTICLE II

The principal office of the Corporation shall be located in Cleveland, Cuyahoga County, Ohio.

ARTICLE III

The purpose or purposes for which, or for any of which, it is formed are to enter into, promote or conduct any kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio, and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

ARTICLE IV

The authorized number of shares of capital stock of the Corporation shall consist of Two Hundred Thousand (200,000) shares, all of which shall be Common Shares, without par value.

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Each Common Share, without par value, of the Corporation, issued and outstanding as of the date of filing of these Amended and Restated Articles of Incorporation with the Ohio Secretary of State, is hereby converted (the "Conversion") into Two Hundred Forty Five and 1693/10,000 (245.1693) Common Shares, without par value, of the Corporation.

ARTICLE V

The Corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the Corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of greater than a majority but less than all of the voting power of the Corporation or of any class or classes of shares thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

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ARTICLE VII

The preemptive right to purchase additional shares or any other securities of the Corporation is expressly denied to all shareholders of all classes.

ARTICLE VIII

The right of every shareholder to vote cumulatively in the election of Directors is hereby expressly eliminated and denied to all shareholders of all classes.

ARTICLE IX

These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation in their entirety.

431/08836AMB.311

HC631-1777

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Calfee Halter
(Name of Firm or Company)

Cathy Levy
(Attention)

88 E Broad
(Street Address)

Columbus Ohio 43215
(City, State and Zip Code)

( ) - (Telephone Number)

CORRESPONDENCE

RECEIVED
JUL 1 1993
BOB TAFT
SECRETARY OF STATE