

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/20/93

CHARTER NUMBER: 851593
ROLL AND FRAME: H662-1149

CORPORATION:

CMR DEVELOPMENT CORPORATION

DOCUMENT NUMBER

CODE

FEE

93081321101

ARF

85.00

015102

RETURN TO: BUCKINGHAM, DOOLITTLE & BURROUGHS
ATTN W L CAPLAN
P O BOX 1500
AKRON OH 44309-1500

0059

The State of Ohio

Bob Taft

Secretary of State

251593

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said record shows the filing and recording of

ONE DEVELOPMENT CORPORATION

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

Recorded on Roll H662 at Frame 1151 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 13TH day of AUG

A.D. 1991



Bob Taft
Bob Taft
Secretary of State

151
ARTICLES OF INCORPORATION

OF

CMR DEVELOPMENT CORPORATIONBy PMCDate 8-13-93Amount 85.00

9308132110

The undersigned, desiring to form a Corporation for profit under the Ohio General Corporation Law, hereby certifies:

ARTICLE I

The name of the Corporation shall be CMR Development Corporation.

ARTICLE II

The place in Ohio where the principal office of the Corporation is to be located is in the City of Hudson, County of Summit.

ARTICLE III

The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be formed under Section 1701.01 et seq. of the Ohio Revised Code.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to have outstanding is seven hundred fifty (750) shares of common stock without par value.

ARTICLE V

Except as otherwise authorized by the Shareholders or Directors, no holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any

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options or warrants for such shares, or any rights to subscribe to or purchase such shares or any securities, bonds or other evidences of indebtedness convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation.

ARTICLE VI

The Corporation may redeem or purchase shares of any kind or class issued by it, to such extent, at such time, in such manner and upon such terms as its Board of Directors shall determine; provided, however, that the Corporation shall not redeem or purchase its own shares if immediately thereafter its assets would be less than its liabilities plus stated capital, or if the Corporation is insolvent, or if there is reasonable ground to believe that by such redemption or purchase it would be rendered insolvent.

ARTICLE VII

A Director of this Corporation shall not be disqualified by such office from dealing or contracting with this 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 invalidated or affected by reason of the fact that any organization or member of any organization of which such Director is a member or any corporation of which such Director is a shareholder or director is in any way interested in such transaction or contract or act, provided that the fact that such member, such organization, or such corporation is so interested in

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such transaction or contract or act has been disclosed or is known to the Board of Directors of this Corporation or such members thereof as shall be present at any meeting of such Board of Directors at which action upon any such transaction or contract or act shall be taken; and provided that if such fact is so disclosed or known, no such Director shall be accountable or responsible to this Corporation for, or in respect of, 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 organization of which he is a member, shareholder or director is interested in such transaction or contract or act.

ARTICLE VIII

In the case of any proposal or proceeding for the (1) adoption of a Code of Regulations; (2) sale, exchange or other disposition of all, or substantially all, of the assets of the Corporation; (3) merger or consolidation of the Corporation into a domestic corporation; (4) merger or consolidation of the Corporation into a foreign corporation; (5) combination or majority share acquisition wherein this Corporation is the acquiring corporation; or (6) the voluntary dissolution of this Corporation, whereunder Shareholder authorization is required by the General Corporation Law of Ohio, such Shareholder authorization shall be sufficient if the proposal or proceeding in question shall have received the affirmative vote of not less than a majority of the shares of the entire voting power of the Corporation or of the shares of every class entitled to vote upon the proposal or proceeding; provided, however, if the

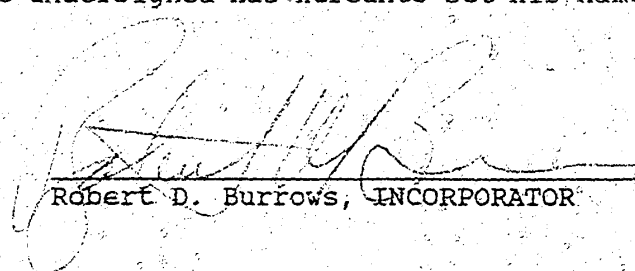
H662-1154

General Corporation Law or these Articles shall, as to the proposal or proceeding in question, require the affirmative vote of more than a majority of the voting power of the Corporation or of any class of shares of the Corporation, then such proposal or proceeding must receive the affirmative vote so specified.

ARTICLE IX

Any provision contained in these Articles of Incorporation may be amended, altered or repealed by the affirmative vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or by the affirmative vote of a majority of the holders of shares of every particular class entitled by law or these Articles of Incorporation to vote on such amendment, alteration or repeal, unless a greater vote is mandatory under these Articles or the statutes of the State of Ohio.

IN WITNESS WHEREOF, the undersigned has hereunto set his name this 11 day of August 1993.

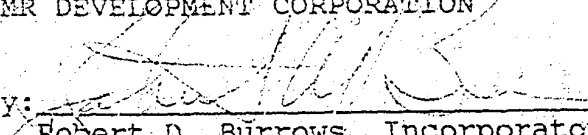

Robert D. Burrows, INCORPORATOR

ORIGINAL APPOINTMENT OF AGENT

~~CMR 1174~~
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The undersigned, being the Incorporator of CMR Development Corporation, hereby appoints Robert D. Burrows, a natural person and resident of the State of Ohio as its 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 2200 Middleton Road, Hudson, Summit County, Ohio 44236.

CMR DEVELOPMENT CORPORATION

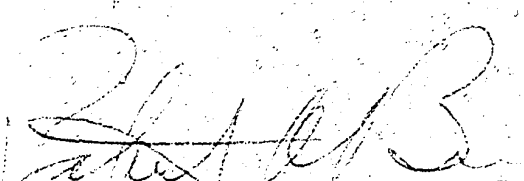
By: 
Robert D. Burrows, Incorporator

Hudson, Ohio

August 11, 1993

CMR DEVELOPMENT CORPORATION

Gentlemen: I hereby accept appointment as agent of your Corporation upon whom process, tax notices or demands may be served.


Robert D. Burrows

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BUCKINGHAM, DOOLITTLE & BURROUGHS

A LEGAL PROFESSIONAL ASSOCIATION

30 S. Main Street P.O. Box 1500 Akron OH 44309-1500
Telephone 216/376-5300 800/666-2425 Telecopier 216/258-6458William L. Caplan
216/258-6458

August 10, 1992

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

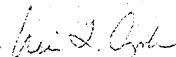
Re: CMR Development Corporation

Dear Sir:

Enclosed please find the Articles of Incorporation of CMR Development Corporation, and a check in the amount of \$85.00, representing the filing fee.

Please process the Articles at your earliest opportunity. In the event that there should be any question concerning the name selected for the Corporation, please immediately contact the undersigned at (216) 258-6458.

Sincerely,



William L. Caplan

WLC:jld
Encls.

AG204F16

CORE SERVICE