

WILLIAMSON MANAGEMENT, INC.
Articles of Incorporation

The undersigned, Ralph A. Beard, a citizen of the United States, desiring to form a corporation for profit under Section 1701.01 et seq. of the Ohio Revised Code, does hereby certify:

ARTICLE ONE
NAME

The name of the corporation shall be Williamson Management, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The place in the State of Ohio where the corporation's principal office is to be located is in the Township of Canfield, Mahoning County, Ohio.

ARTICLE THREE
PURPOSE

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

ARTICLE FOUR
NUMBER OF SHARES

The maximum number of shares that the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

WILLIAMS.ART

**ARTICLE FIVE
PREEMPTIVE RIGHTS**

No holder of shares of the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class, whether those shares or that class be now or later authorized.

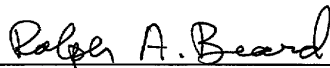
**ARTICLE SIX
REDEMPTION**

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at a price and on terms that may be agreed on between the corporation and the selling shareholder or shareholders.

**ARTICLE SEVEN
STATED CAPITAL**

The amount of initial stated capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9th day of May, 1998.



RALPH A. BEARD, Sole Incorporator



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

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____
Williamson Management, Inc.

_____, hereby appoint

(name of corporation)

Ralph A. Beard, Esq. 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:

26 Market Street, 12th Floor

(street address)

Youngstown

(city)

Ohio 44503

(zip code)

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

Ralph A. Beard

Ralph A. Beard, Esq. (Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Ralph A. Beard, Esq., named herein as the statutory agent for
Williamson Management, Inc.

(name of corporation)

hereby acknowledges and accepts the
appointment of statutory agent for said corporation.

Ralph A. Beard

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 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.

HARRINGTON, HOPPE & MITCHELL, LTD.

ATTORNEYS AT LAW

JAMES E. MITCHELL
 GEORGE B. WOODMAN
 WILLIAM R. HEWITT
 ELDON S. WRIGHT
 ROBERT S. MCGEOUGH
 ROBERT A. LENGA
 GEORGE J. LIMBERT
 JOHN L. FOGUE
 NED C. GOLD, Jr.

PAUL M. DUTTON
 JAMES L. BLOMSTROM
 MICHAEL C. MARANDO
 FREDERICK S. COOMBS, III
 RALPH A. BEARD
 ALAN D. WENGER
 WILLIAM L. HAWLEY
 THOMAS G. CAREY, Jr.

1200 MAHONING BANK BUILDING
 YOUNGSTOWN, OH. 44503
 (330) 744-1111 • FAX (330) 744-2029

JOHN T. DELICK
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 MARTIN J. BOETCHER
 MARK R. FORTUNATO
 DEAN E. NIELSEN

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 NEIL D. SCHOR
 BRAD GESSNER
 CHARLES J. KAY
 DAVID J. WOLFE, Jr.
 CONSTANCE E. PIERCE
 SHAWNNA L. ERB
 ANGELA M. BATTAGLIA
 ALLEN L. RYAN

May 11, 1998

Bob Taft, Secretary of State
 Corporation Division
 30 East Broad Street, 14th Floor
 Columbus, OH 43266-0418

RE: Incorporation of Williamson Management, Inc.

Dear Sir/Madam:

Enclosed for filing is Articles of Incorporation of Williamson Management, Inc. (*corporation for profit*) and Original Appointment of Statutory Agent for Williamson Management, Inc. (\$85.00 fee).

We have enclosed our checks in the amount of \$85.00 and \$10.00, which includes a fee for *expedited service* for filing. Once the above-referenced document has been filed, please return the original to the undersigned using the envelope provided herewith. Please send all further communication and/or correspondence relative to this matter to the undersigned at 1200 Mahoning Bank Building, Youngstown, Ohio, 44503.

Thank you for your cooperation in this matter. If you have any questions or comments, please feel free to contact me.

Very truly yours,


 CHARLES J. KAY

CJK/km

Enc.

Additional Offices:
 108 Main Avenue SW
 Suite 500 • P.O. Box 1510
 Warren, Ohio 44482
 (330) 392-1541
 Fax (330) 394-6890

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 5/13/1998	199813201209	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	10.00	0.00	0.00	0.00
TOTAL			85.00	10.00	0.00	0.00	0.00

Return To:
HARRINGTON, HOPPE & MITCHELL
ATTN C J KAY
1200 MAHONING BANK BLDG
YOUNGSTOWN, OH 44503-0000

-----cut along the dotted line-----



The State of Ohio
 ❁ *Certificate* ❁

Secretary of State - Bob Taft

1002481

It is hereby certified that the Secretary of State of Ohio has custody of the business records for WILLIAMSON MANAGEMENT, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
 199813201209

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

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 12th day of
 May, A.D. 1998



Bob Taft

Bob Taft
 Secretary of State