

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/04/94

CHARTER NUMBER: 841114
ROLL AND FRAME: 9426-0803

CORPORATION:

PRIME ENGINEERING, INC.

DOCUMENT NUMBER

CODE

FEE

94010715201

AMA

35.00

062726

RETURN TO: VICKI B. DERR
85 E GAY ST #707
COLUMBUS OH 43215-3118

0057



The State of Ohio

Bob Taft

Secretary of State

841114

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA

of:

PRIME ENGINEERING, INC.

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

Recorded on Roll 9426 at Frame 0805 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 6TH day of JAN .

A.D. 19 94 .



Bob Taft
Bob Taft
Secretary of State

AMENDED ARTICLES OF INCORPORATION
OF
PRIME ENGINEERING, INC.

841114
APPROVED
By _____
Date 1-6-94
Amount 3500

94010715201 9R

The undersigned, Sugunewaran S. Suguness, who is President, and Susheela D. Suguness, who is Secretary of the above-named Ohio corporation for profit, do hereby certify that, in a writing signed by all of the shareholders who would be entitled to a notice of a meeting held for that purpose, the following Amended Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all amendments thereto:

FIRST: The name of said Corporation shall be:

PRIME ENGINEERING, INC.

SECOND: The place where its principal office is to be located is in:

COLUMBUS, FRANKLIN COUNTY, OHIO

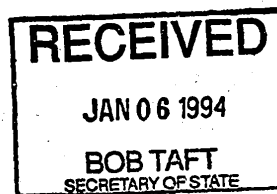
THIRD: The purpose of this said Corporation is to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 through Section 1701.98, inclusive, of the Ohio Revised Code.

The Corporation reserves the right at any time and from time to time, to substantially change its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the Corporation which is authorized by the holders of shares entitling them to exercise the proportion of the voting power of the Corporation now or hereafter required by statute or permitted by these Articles, shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefor. No shareholder, notwithstanding that he may have objected thereto in writing, shall be entitled to payment of the fair cash value of his shares.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding shall be the number set forth immediately below, all of which shares shall be without par value:

SEVEN HUNDRED FIFTY (750) SHARES

FIFTH: The minimum amount of stated capital with which the Corporation will begin business is:



FIVE HUNDRED DOLLARS (\$500.00).

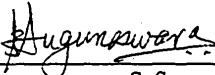
- SIXTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.
- SEVENTH: Unless prohibited by the Ohio Revised Code, any action (including waivers, consents and releases) taken by the shareholders may be effected by a majority vote of the shares entitled to vote thereon.
- EIGHTH: The Board of Directors is hereby authorized to fix and determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and supply surplus, or any part thereof, or such of the stated capital of the Corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenure or effect which is hereafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness of the Corporation, or other securities of the Corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.
- NINTH: 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, or otherwise. No transaction or contract or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any firm of which any director or officer is a member, any corporation of which any director or officer is a shareholder, director or officer, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act of the Corporation or in any gains or profits directly or indirectly realized; provided that the fact that such director or officer of such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any director or officer of the Corporation may take any action within the scope of his authority, respecting such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any

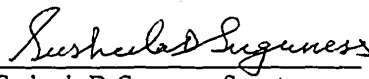
corporation of which he is a shareholder, director or officer, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

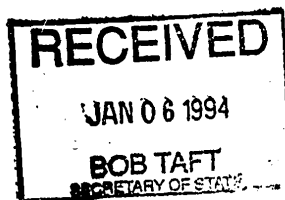
TENTH: Every director or officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ELEVENTH: These Amended Articles of Incorporation shall take the place of and supersede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of the corporation, have subscribed their names this 3rd day of January, 1994.


Sugunewaran S. Suguness, President


Susheela D. Suguness, Secretary



~~ONLY ONE ORDER PER FORM~~

CORRESPONDENCE

This is being ordered by:

VICKI B. DEER

(Name of Firm or Company)

(Attention)

85 E. CAY ST. # 707

(Street Address)

COLUMBUS, OHIO 43215-3118

(City, State and Zip Code)

(614) 464-2366

(Telephone Number)

pd \$35
ck # 3215PLEASE INDICATE HOW MANY ARE BEING ORDERED IN THE BLANK
SPACE BELOW

CERTIFICATION

☐ Good Standing Certificate ☐ No Record Certificate
☐ Long Form Good Standing Certificate
(lists all chartered filings)

COPIES

☐ Articles of Incorporation ☐ Amendment
☐ Trade or Fictitious Name ☐ Merger
☐ Everything on Record

☐ CERTIFIED ☐ PLAIN

The name of the company is: _____