OHIO SECRETARY OF STATE PROCESSING STATEMENT 08/20/91

H0181-0547

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CHARTER NUMBER: 801639 ROLL AND FRAME: H181-0547

CORPORATION:

TAMAR SECURITIES, INC.

DOCUMENT NUMBER	CODE	FEE
91081921901	ARF	75400
91081921901	MIS	10.00
91081921901	TIC	5.00

015538

RETURN TO: ULMER & BERNE

ATT:D.R.SHPIGLER

1300 E. NINTH ST.,#900 CLEVELAND, OH 44114-1583

0369

# HU181-U5.8

### The State of Ohio

#### **Bob Taft**

Secretary of State

801639

## & Certificate

t is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneo	us
Filings; that said records show the filing and recording of:ARF_MIS_TIC	
	of:
TAMAR SECURITIES, INC.	

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



SEC 6002 (Rev. 12/90)

Recorded on Roll <u>H181</u> at Frame <u>0549</u> of the Records of Incorporation and Miscellaneous Filings.

Bob Taft
Secretary of State

## HUIST-UDAY ARTICLES OF INCORPORATION OF TAMAR SECURITIES, INC.

3/19/9 0012 8/1/9/9/9/ Account 15:00

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

FIRST: The name of the Corporation shall be Tamar Securities, Inc.

**SECOND:** The place in Ohio where its principal office is to be located is the City of Cleveland in Cuyahoga County.

**THIRD:** The purposes for which the Corporation is formed are as follows:

- (1) To conduct the business of a securities brokerage and investment banking firm, including without limitation to purchase or otherwise acquire, hold, own, sell, deal in, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds and other evidences of indebtedness, certificates of ownership, commercial paper and all other securities, and to do all things necessary or incidental to acting as a broker-dealer and/or investment banker; and
- (2) To engage in any lawful act or activity for which corporations may be formed under Sections 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) all of which shall be common shares without par value. The Seven Hundred

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Fifty (750) shares herein authorized may be issued pursuant to subscriptions taken by the incorporator for such kinds and/or amounts of consideration as he may specify. After organization, the Board of Directors, in its discretion, may fix different amounts and/or kinds of consideration for the issuance of said shares, whether issued at the same or different times. Any and all shares so issued, the consideration for which, as fixed by the incorporator or the Board of Directors, has been paid or delivered, shall be fully paid and nonassessable.

FIFTH: No holder of shares of any class shall be entitled as such to subscribe for or purchase shares of any class now or hereafter authorized, or securities convertible into or exchangeable for such shares, or securities to which there are attached or appertained any warrants or rights entitling the holder thereof to subscribe for or purchase such shares.

disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction, 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 Director, any firm of which any Director is a member or any corporation of which any Director is a director, officer or shareholder is in any way interested in such transaction, contract or act, provided the fact that such Director, 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 of the Board of Directors at which action upon any such

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transaction, contract or act shall be taken. No such Director shall be accountable or responsible to the Corporation for or in respect of any such transaction, contract or act of the Corporation or for any gains or profits realized by reason of the fact that he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder is interested in such Any such Director may be counted transaction, contract or act. in determining the existence of a quorum at any meeting of the Board of Directors at which any such transaction, contract or act shall be authorized or acted upon, and he may vote thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he, any firm of which he is a member or any corporation of which he is a director, officer or shareholder were not interested in such transaction, contract or act.

SEVENTE: The Corporation may purchase from time to time shares of any class issued by it, upon agreement with the holder thereof. Such purchases may be made either in the open market or at private or public sale, in such manner and amount, from the holder or holders of outstanding shares of the Corporation, and at such prices and upon such terms as the Board of Directors shall, from time to time, determine. Unless a different procedure is established in a written agreement among the Corporation and all of the Shareholders of the Corporation, 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 authorized and outstanding at the time of any such purchases.

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IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of August, 1991.

U-B CORPORATION (Incorporator)

Robert A. Fein Assistant Secretary

#### H0181-0553

#### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of Tamar Securities, Inc. (the "Corporation") hereby appoints U-B CORPORATION, an Ohio corporation authorized to act as statutory agent, to be statutory agent upon whom any 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 900 Bond Court Building, 1300 East Ninth Street, Cleveland, Cuyahoga County, Ohio 44114-1583.

U-B CORPORATION (Incorporator)

Robert A. Fein

Assistant Secretary

Date: August 16, 1991

HQ181-0554 ATTORNEYS AT LAW

Robert L. Lewis Jordan C. Band Herbert B. Levine Morton L. Stone William A. Edwards Marvin L. Karp Alan S. Sims Harold E. Friedman A. B. Glickman R. E. Rubinstein Ronald H. Isroff Murray K. Lenson Stuart A. Laven Robert A. Fein Ronald L. Kahn Harold H. Reader III Bruce P. Mandel

C. C. McCracken Richard G. Hardy Stephen A. Markus Richard D. Sweebe Jeffrey W. Van Wagner John C. Goheen James A. Goldsmith Ruth Anna Carlson Alexander M. Andrews H. Tim Merkle Stephanie E. Trudeau Roberto H. Rodriguez, Jr. F. Thomas Vickers Martin W. Elson Thomas L. Rosenberg Peter A. Rome Patricia A. Shlonsky Michael N. Ungar

**Bond Court Building** 1300 East Ninth Street, Suite 900 Cleveland, Ohio 44114-1583 Telex 201999 UBLAW Telecopier (216) 621-7488 (216) 621-8400

August 15, 1991

Dale A. Bernard Stephen J. Goodman Stanley T. Koenig James S. Wertheim Jeffrey S. Gray Debra R. Shpigler Michael J. Russo Richard G. Witkowski Jordan Finegold Robert E. Chudakoff Timothy M. Fox Marsha I. Paley Timothy J. Downing Juliana M. Spaeth Jennifer A. Hays James A. Gallagher, Jr.

Lynda M. Quick Debra L. Eisensta

Jerome in Carlo Thomas A. Dugan Retired OF COUNSEL Lawrence D. Altschul Elliet M. Kaufman Susan O. Scheutzow

January N. Curtis

IN COLUMBUS, OH (614) 228-8400

IN WASHINGTON, D.C. (202) 842-0900

Secretary of State Corporations Division Expedited Service Desk 30 East Broad Street 14th Floor Columbus, Ohio 43266-0418

Tamar Securities, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation and Original Appointment of Statutory Agent regarding a new corporation to be known as Tamar Securities, Inc. It is requested that this filing receive expedited service. Accordingly, enclosed is our check in the amount of \$85 to cover the filing fee and expedited service fee.

In addition, please provide us with a certified copy of the Articles of Incorporation on an expedited basis. I have enclosed a second check in the amount of \$9 to cover the certification fee.

If for any reason you cannot file the enclosed documents, please call me before you return them. It is imperative that these documents be filed and returned to the undersigned as quickly as possible.

Thank you for your prompt attention to this matter.

Sincerely yours,

Job huch Sincerely yours,

Thomas Duby R. Shpirt

Solution Debra R. Shpirter

9:15-91

Fred. EX 0 441-1559-0 Cert. Copy.

Enclosure

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