

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/14/92

H0185-0298

CHARTER NUMBER: 813663
ROLL AND FRAME: H488-0298

CORPORATION:

TECHNOLOGY SOURCE CORPORATION

DOCUMENT NUMBER

92113069601

CODE

AMD
INC

FEE

60.00
NO FEE

045388

RETURN TO: TECHNOLOGY SOURCE CORPORATION
ATTN M N PENWELL
904 SENATE DR
CENTERVILLE OH 45459

0203

H488-0298



The State of Ohio

Bob Taft

Secretary of State

813663

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: AMD INC

of:

TECHNOLOGY SOURCE CORPORATION

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

Recorded on Roll H488 at Frame 0300 of
the Records of Incorporation and Miscellaneous Fillings.

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

Columbus, Ohio, this 30TH day of NOV

A.D. 19 92



Bob Taft

Bob Taft
Secretary of State

HO488-0300

813665
APPROVED
By RB
Date 11/30/92
Amount 60.00
RJD 12-2

Technology Source Corporation

92113069601

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

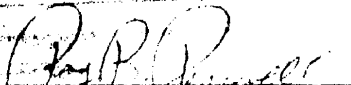
ROY B. PENWELL, Chairman of the Board, and MARY N. PENWELL, Secretary, of Technology Source Corporation, an Ohio corporation (the "Corporation"), do hereby certify that by unanimous written consent without meeting in accordance with Section 1701.54 of the Ohio Revised Code, the shareholders of the Corporation adopted the following resolutions on November 23, 1992.

RESOLVED, that Article FOURTH of the Amended Articles of Incorporation be, and they are hereby, amended to read as follows:

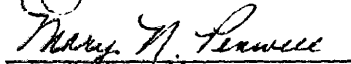
FOURTH: The authorized number of shares of the Corporation is 1000, all of which shall be designated Common Shares and shall be without par value.

We further certify that the foregoing resolutions have not been amended or rescinded and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of the Corporation, have hereunto subscribed their names this 23rd day of November, 1992.



Roy B. Penwell,
Chairman of the Board



Mary N. Penwell,
Secretary

H0488-0301

TECHNOLOGY SOURCE CORPORATION

Developing and Marketing New Technology
904 Senate Drive
Centerville, Ohio 45459
Telephone (513) 439-2648
FAX (513) 439-9173

November 23, 1992

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

Re: Charter No. 813663
Incorporated February 18, 1992


Gentlemen:

Enclosed are two copies of a Certificate of Amendment of Articles of Incorporation for Technology Source Corporation, together with our check in the amount of \$60.00 representing \$35.00 filing fee plus \$25.00 for the additional 250 shares of stock. Please file this and return one stamped copy to me at the address above.

Thank you.

Sincerely,

TECHNOLOGY SOURCE CORPORATION



Mary N. Penwell
Secretary

enclosures

RECEIVED
NOV 30 1992
SEC. OF STATE