

CT CORPORATION SYSTEM

330567

CORPORATION(S) NAME

1) ~~Corporation~~

2) ~~Corporation~~

3) ~~Corporation, Inc.~~

4) ~~Corporation, Inc.~~

5) MHI Group, Inc.;

6) ~~Corporation, Inc.~~

7) ~~Corporation, Inc.~~

8) ~~Corporation, Inc.~~

9) ~~Corporation, Inc.~~

FILED
01 DEC 10 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

☐ Profit

☐ Nonprofit

☐ Foreign

☐ Limited Partnership

☐ LLC

☒ Certified Copy

(2)

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment *ed*

Restated Arts.

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

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Amount: \$

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
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**RESTATED ARTICLES OF INCORPORATION
OF
MHI GROUP, INC.**

FILED
01 DEC 10 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Secretary of MHI Group, Inc. does hereby make, subscribe, file and acknowledge these restated Articles of Incorporation for the purpose of continuing a corporation under the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation is MHI Group, Inc.

ARTICLE II
Principal Office

The principal office of the Corporation is Suite 1000, 311 Elm Street, Cincinnati Ohio 45202.

ARTICLE III
Purpose

The general purpose for which the Corporation is organized is to engage in any lawful activity or transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Authorized Shares

The aggregate number of shares which the Corporation shall be authorized to issue is One Hundred (100) shares of Common Stock, par value of One Cent (\$0.01) per share.

ARTICLE V
Registered Agent

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the registered agent of the Corporation at that address is CT Corporation System.

ARTICLE VI
Indemnification

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that any person described in Section 1 or 2 of this Article VI has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Section 1 or 2 of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by the board of directors by a majority vote of a quorum

consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (3) by the shareholders of the Corporation.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he is not entitled to indemnification by the Corporation as authorized in this Article VI.

Section 6. The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article VI shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7. The board of directors may authorize, by a vote of the majority of the full board, the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

Section 8. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

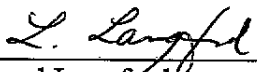
Section 9. Unless otherwise restricted by law, the provisions of this Article VI shall remain in full force and effect. If any word, clause or provision of this Article VI or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 10. The intent of this Article VI is to provide for indemnification and advancement of expenses to the fullest extent permitted by statute or the laws of this State. To the extent that such statute or any successor statute may be amended or supplemented from time to time, this Article VI shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

ARTICLE VII
Nonvoting Capital Stock

The Corporation shall not issue nonvoting capital stock to the extent prohibited by section 1123 of title 11 of the United States Code as in effect on November 29, 2001; provided, however, that this Article (1) will have no further force and effect beyond that required under section 1123, (2) will have such force and effect, if any, only for so long as such section is in effect and applicable to the Corporation, and (3) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect. This paragraph shall have no effect on nonvoting capital stock issued by the Corporation prior to June 1, 1999.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation has hereunto subscribed his hand and seal as of November 29, 2001.

By: 
Laurel Langford

Title: Secretary

CERTIFICATE OF RESTATEMENT

Pursuant to Section 607.1007 of the Florida Business Corporation Act, MHI Group, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

ONE

The name of the Corporation is MHI Group, Inc.

TWO

The Articles of Incorporation of the Corporation are amended and restated in their entirety and attached hereto.

THREE

The restated Articles of Incorporation contain amendments requiring shareholder approval. The board of directors proposed the foregoing amendments to the sole shareholder of the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act.

FOUR

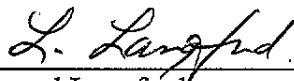
The amended and restated Articles of Incorporation were duly adopted by the sole shareholder on November 29, 2001.

FIVE

The forgoing duly adopted restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation has executed this Certificate of Restatement as of November 29, 2001.

MHI Group, Inc.

By: 
Laurel Langford

Title: Secretary