

F96000000721

1201 HAYS STREET

TALLmadison, OH 44701

4-222-1111

4-222-1593 FAX

800-343-8086



ACCOUNT NO. : 072100000032

REFERENCE : 839999 4812402

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pajot

ORDER DATE : February 8, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 839999

CUSTOMER NO: 4812402

CUSTOMER: Merry H. Pieper, Legal Asst
Calfee, Halter & Griswold
1400 McDonald Investment Center
800 Superior Avenue
Cleveland, OH 441142688

RECEIVED
96 FEB -9 PM 2 13
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: TGF CORPORATION

900001711859

W96-3104

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

2/13
96 FEB 12 AM 9:24
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

resub.

February 9, 1996

CSC

SUBJECT: TGF CORPORATION
Ref. Number: W9600003104

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00005884

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
96 FEB 12 AM 9:24

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. TGF Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations or
like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained
in the name at present.)
2. Ohio
(State or country under the law of which it is incorporated)
3. 34-1818086
(FBI number, if applicable)
4. December 1, 1995
(Date of Incorporation)
5. perpetual
(Duration; Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (See sections 607.1502, and 617.153, F.S.)
7. 1110 Euclid Avenue, Suite 300
Cleveland, Ohio 44114
(Current mailing address)
8. To act as general partner for a limited partnership also qualified to do business in
Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32391
(Zip Code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity.
I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.

Carol K. Olson

(Registered agent's signature)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 FEB 12 AM 9:21

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: None
Address: _____

Vice Chairman: None
Address: _____

Director: Steven A. Calabrese
Address: 1110 Euclid Avenue, Suite 300
Cleveland, Ohio 44115

Director: _____
Address: _____

B. OFFICERS

President: Steven A. Calabrese
Address: 1110 Euclid Avenue, Suite 300
Cleveland, Ohio 44115

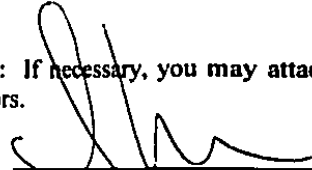
Vice President: None
Address: _____

Secretary: Eric M. Calabrese
Address: 1110 Euclid Avenue, Suite 300
Cleveland, Ohio 44115

Treasurer: Steven M. Calabrese
Address: 1110 Euclid Avenue, Suite 300
Cleveland, Ohio 44115

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 9:21

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven A. Calabrese, Director and President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **TGF CORPORATION**, an Ohio corporation, Charter No. 923928, having its principal location in Cleveland, County of Cuyahoga, was incorporated on December 1st, 1995 and is currently in **GOOD STANDING** upon the records of this office.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 9:24



WITNESS my hand and official
seal at Columbus, Ohio this
16th day of January, A.D. 1996

Bob Taft

Bob Taft
Secretary of State

1201 HAYS STREET

TALLAHASSEE, FL 32307

800-341-8086

F9600000721



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 181091 4812402

AUTHORIZATION : Patricia Pijute

COST LIMIT : \$ 35.00

ORDER DATE : December 9, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 181091-005

400002026234--7

CUSTOMER NO: 4812402

CUSTOMER: Merry H. Pieper, Legal Asst
Calfee, Halter & Griswold
1400 Mcdonald Investment Cente
800 Superior Avenue
Cleveland, OH 441142688

CHANGE OF AGENT

NAME: TGF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

FILED
96 DEC 11 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 11 PM 12:06
DIVISION OF CORPORATION

RP
RKG
12/11

Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Ohio submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: TGF Corporation

2. The mailing address of the corporation is: 1110 Euclid Avenue, Suite 300, Cleveland,
Ohio 44115

3. Date of incorporation/qualification: February 12, 1996 Document number: F96000000721

4. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32391

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Austin Group, Inc.

1211 North Westshore Blvd., Suite 102

Tampa, Florida 33607

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) November 19, 1996
(Date)

Steven A. Calabrese, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

M. W. Fields
(Signature of Registered Agent)

11/21/96
(Date)

If signing on behalf of an entity:

Michael W. Fields
(Typed or Printed Name)

President
(Capacity)