REFERENCE: 701159

7217983

AUTHORIZATION:

COST LIMIT :

ORDER DATE: August 12, 2002

ORDER TIME : 11:48 AM

ORDER NO. : 701159-005

CUSTOMER NO: 7217983

600007080516

CUSTOMER: Ms. Julie A. Shover

Brennan, Manna & Diamond, Llc

The Carnegie Building 75 E. Market Street Akron, OH 44308

DOMESTIC FILING

NAME: C & D FINANCE SW, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

C&D Finance SW, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

5715 Darrow Road, Hudson, Ohio 44236

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any and all lawful acts or activities for which corporations may be formed and engage in under Chapter 607 of the Florida Statutes

ARTICLE IV SHARES

The number of shares of stock is:

1000 shares of common stock are authorized to be issued.

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

John F. Martin, Esq., 75 E. Market Street, Akron, Ohio 44308

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Brian Courtney

Asst. V. Pres.

Signature/Registered Agent

Signature/Incorporator

3/11/0V Date