

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
JOHN R. BUSH
MARK A. COTTER
JAMES O. DAVIS, III
SAMUEL B. DOLCHASCO
PATRICIA LABATTA DOUGLAS
WENDY V. E. ENGLAND
J. STEPHEN GARDNER
JOHN N. GIRDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LISA A. HOPPE

PAUL L. HUEY
DAVID M. JEFFRIES
CRAIG A. MINEGAR
CHRISTINE M. POLANS
JEREMY P. ROSS
JOHN F. RUDY, III
EDWARD O. SUTZ
MICHAEL SCHUMACHER
BRADLEY STAGGS
RANDALL STERN
JAMES W. WARREN
PAUL D. WATSON

September 18, 2002

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-09/24/02--01026--016
****236.25 *****78.75

Re: Articles of Incorporation of GTH ENTERPRISES, INC.;
GTH GROUP-FB, INC.; and GTH GROUP-CB, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of Articles of Incorporation for each of the above referenced corporations, together with a check in the amount of \$236.25 for the filing fees. Please file the original Articles and date-stamp and return the enclosed copies of the Articles.

Thank you for your assistance in this matter.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to Richard B. Hadlow

/bar
enclosures
cc: Gregory T. Higgins
267949.1

9/27

FILED
02 SEP 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GTH GROUP-FB, INC.

FILED
02 SEP 24 AM 10:39
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is GTH GROUP-FB, INC. and its principal office and mailing address is 17185 Abbey Road, Chagrin Falls, Ohio 44023.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Richard B. Hadlow.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Barbara A. Rowe

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 17 th day of September 2002.

Barbara A. Rowe (SEAL)
Barbara A. Rowe

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, GTH GROUP-FB, INC., desiring to organize under the laws of the State of Florida, hereby designates Richard B. Hadlow, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

GTH GROUP-FB, INC.

By Barbara A. Rowe
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Richard B. Hadlow
Richard B. Hadlow

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FILED
02 SEP 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA