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FLORIDA PROFIT/NON PROFIT CORPORATION

CHI ACQUISITION CORP.

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**ARTICLES OF INCORPORATION
OF
CHI ACQUISITION CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA"), adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is CHI Acquisition Corp. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 145 Hunter Drive, Wilmington, Ohio 45177.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is Forty Million Forty Thousand Nine Hundred and Fifty (40,040,950) shares of common stock, par value \$0.001 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 1201 Hayes Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

**ARTICLE V
LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize

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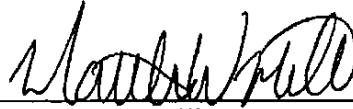
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the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article V shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 31, 2007.



Matthew W. Miller, Incorporator

Address: 401 East Las Olas Blvd.
Suite 2000
Fort Lauderdale, FL 33301

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0202 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of CHI Acquisition Corp., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with, and accepts, the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of October, 2007.

CORPORATION SERVICE COMPANYBy: Carina L. DunlapName: Carina L. DunlapTitle: Asst. Vice President**FILED**

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