

P 950000 41303

GOODMAN WEISS MILLER FREEDMAN  
100 ERIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OHIO 44114-1024

TELEPHONE (216) 596-3300  
FAX (216) 363-8030

May 18, 1995

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

80000149642'8  
-05/23/95--01053--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: HCK & Associates, Inc.

Dear Sir/Madam:

Enclosed are Articles of Incorporation and Certificate Designating Registered Agent for filing with the Secretary of State, along with a check in the amount of \$70.00 to cover the filing fee.

A second copy of each of the Articles and Certificate are enclosed. Please time-stamp and return the copy to the undersigned in the return envelope provided for your convenience.

Thank you.

Very truly yours,



Gail Heidenreich  
Legal Assistant

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Enclosures

5/23/95

ARTICLES OF INCORPORATION  
OF  
HCK & ASSOCIATES, INC.

5/19/72  
FILED  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE

ARTICLE I

Name

The name of the corporation is HCK & Associates, Inc. The principal address of the corporation is c/o H. Charles Kessler, Accipiter Corporation, 791 Wye Road, Akron, Ohio 44333.

ARTICLE II

Duration

This corporation shall have a perpetual existence.

ARTICLE III

Purpose

This corporation is formed to engage in any and all lawful purposes which a corporation may be formed under Florida law.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock at \$.01 par value. The holders of shares of common stock shall be entitled to one vote for each such share of stock upon all matters presented to the shareholders.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the initial registered agent of this corporation is CT Corporation System, whose business office is identical to that of the Registered Office.

ARTICLE VI

Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

H. Charles Kessler, III  
791 Wye Road  
Akron, OH 44333

Richard Ballard  
17041 Gulfside Circle, #1001  
Ft. Myers, FL 33908

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

2700 Erieview Corp.  
by Jay R. Faeges, Assistant Secretary  
100 Erieview Plaza, 27th Floor  
Cleveland, Ohio 44114

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General corporation Act.

ARTICLE IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses of liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amount paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote

of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE X

##### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

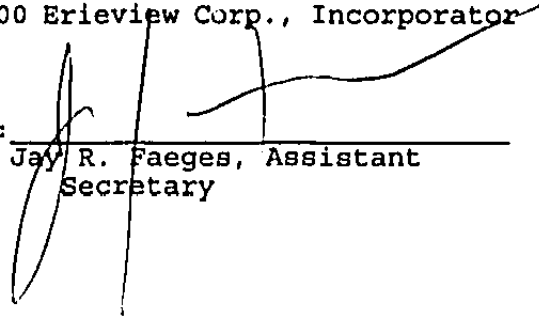
#### ARTICLE XI

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 1995.

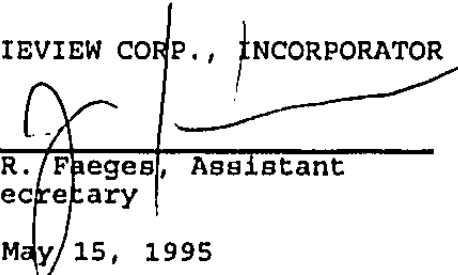
2700 Erieview Corp., Incorporator

By:   
Jay R. Faeges, Assistant  
Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida statutes, Section 48.091, HCK & Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal business address c/o H. Charles Kessler, Accipiter Corporation, 791 Wye Road, Akron, Ohio 44333, named CT Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within Florida.


2700 ERIEVIEW CORP., INCORPORATOR

By:   
Jay R. Faeges, Assistant  
Secretary

Date: May 15, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

CT CORPORATION SYSTEM,  
REGISTERED AGENT

By:   
Michael P. Nakon  
Title: Assistant Secretary

Date: May 16, 1995

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GOODMAN WEISS MILLER LLP  
100 ERIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OHIO 44114-1824

TELEPHONE (216) 896-3388  
FAX (216) 363-0858

March 25, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: HCK & Associates, Inc.

600002128846--3  
-03/31/97--01132--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed are Articles of Amendment to the Articles of Incorporation for filing with the Secretary of State, along with a check in the amount of \$35.00 to cover the filing fee.

A second copy of the Amendment is enclosed. Please time-stamp and return the copy to the undersigned in the return envelope provided for your convenience.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich  
Legal Assistant

FILED  
97 MAR 31 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
HCK & ASSOCIATES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I is amended by deleting said Article I in its entirety and substituting in lieu thereof the following:

**ARTICLE I**

**Name**

The name of the corporation is Hartle  
Management Corporation. The principle address of  
the corporation is c/o Adam Meyerson, Accipiter  
Corporation, 791 Wye Rd., Akron, Ohio 44333.

2. The foregoing amendment was adopted on January 31, 1997 pursuant tot he written consent of the stockholders of the corporation in accordance with Sections 607.394 and 607.181 (1) of the Florida General Corporation Act.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be signed in its name by its President and Secretary this 31st day of January, 1997.

  
\_\_\_\_\_  
ADAM MEYERSON, PRESIDENT

  
\_\_\_\_\_  
KATHY J. GOREK, SECRETARY

FILED  
97 MAR 31 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P9500041303

GOODMAN WEISS MILLER LLP  
100 CRIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OHIO 44114-1824

TELEPHONE (216) 698-3300  
FAX (216) 363-8639

March 25, 1997

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Division of Corporations  
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GOODMAN WEISS MILLER LLP

*G. Heidenreich*  
Gail Heidenreich  
Legal Assistant

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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*CRF*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 MAR 31 AM 8:52

FILED