

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222 1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SEP 15 1995
 5:05 PM
 904-224-8870

W95-18503

AL SEP 15 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN Will Pick Up 9-17 1202

RE: Bearse Corporation

05 : 11 : 58

C.C. FEE. DISBURSED

☒ Capital ExpressSM
☒ Art of Inc. Fils
☐ Corp. Record Search
☐ Ltd. Partnership Fils
☒ Foreign Corp. Fils
☐ () Cert. Copy(s)
☐ Art. of Amend. Fils
☐ Dissolution/Withdrawal
☐ C.U.S.
☐ Fictitious Name Fils
☐ Name Reservation
☐ Annual Report/Restatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 Fils
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Fils No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep
☐ FAX () pgs

800001584548
 09/14/95 01021-012
 ****122.50 ****122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BENSUE CORPORATION
Ref. Number: W95000018503

Corrected

We have received your document for BENSUE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 695A00042302

*Please file as
of 9-14*

ARTICLES OF INCORPORATION
OF
BENSUE CORPORATION OF OHIO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 14 AM 9:38

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name and mailing address of the Corporation BENSUE CORPORATION OF OHIO 955 Riverside Drive, Palmetto, Florida, 34221.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be One Thousand (1,000) shares of common stock having \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible

into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares; provided, however, if said issuance of such shares or securities is for the purpose of the Corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the Corporation, which fact is determined by the Board of Directors of the Corporation, the shareholders of this Corporation shall have no such preemptive rights, and the Corporation may issue such shares or securities for said asset. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate these votes by giving one candidate as many votes as the number of directors to

be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

NAME	ADDRESS
BENJAMIN Y. TAN	4666 Echolake Street, NW North Canton, Ohio 44720

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one.

Section 4. Directors shall be elected and hold offices provided in the Bylaws.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE X - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida, 34205

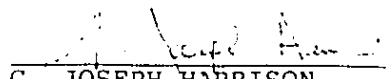
Section 2. The name of the initial registered agent of the Corporation located at said address shall be G. JOSEPH HARRISON.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
G. JOSEPH HARRISON	1206 Manatee Avenue West Bradenton, FL. 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 15th day of September, 1995.



G. JOSEPH HARRISON

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 13th day of September, 1995, by G. JOSEPH HARRISON,

✓ who is personally known to me,
— who has produced _____ as
identification,

and who did take an oath, and who acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed.

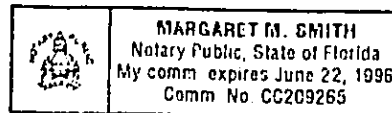
(Notary Seal)

Margaret M. Smith
Signature

Print Name

NOTARY PUBLIC - STATE OF FLORIDA
Commission No. _____

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE

95 SEP 14 AM 9:39

I hereby accept to act as initial Registered Agent for BENSUE
CORPORATION OF OHIO as stated in these Articles of Incorporation.

G. Joseph Harrison
G. JOSEPH HARRISON,
Registered Agent

gjh.95.8\Bensus
Articles, Inc