

P.960000/6603

MARK P. ALTHOFF
LINDA C. ASHAR
RUSSELL R. AUSTIN
JOSEPH D. FORBARD
ROBERT P. FLECK, JR.
DAVID L. HERZER
PATRICIA P. JACOBSON
WILLIAM P. KOLIS, JR.
RALPH R. LUSTRI
GORDON ELLER MEARAR
RICHARD A. NAEGER
MATTHEW W. NAKON
MARSHALL L. NICHOLFF
RICHARD D. PANZA
CHARLES J. PAWLAKIEWICZ
THOMAS PILLARD
WILLIAM P. PRESCOTT
KIMBERLY J. RIMERS
JOHN D. RYBARCZYK
MARY J. SATAYA
WILLIAM D. WICKENS

WICKENS, HERZER & PANZA
A LEGAL PROFESSIONAL ASSOCIATION
1144 WEST ERIE AVENUE
P.O. BOX 840
LORAIN, OHIO 44052-0840
AREA CODE: 316
LORAIN: 244-3268
ELYRIA: 236-3921
FACSIMILE: 244-4380

CLAYTON, OHIO 44390
440 RICHMOND WICKES BLVD., SUITE 111
CLAYTON, OHIO 44391-3222
(216) 447-4410
FACSIMILE (216) 447-0996
800 LAUREL OAK DRIVE
SUITE 200
NAPLES, FLORIDA 34103-3713
(813) 546-7701

Writer's Extension No.: 3217

February 20, 1996

VIA UPS

FLORIDA SECRETARY OF STATE
The Department of State
Division of Corporations
The Capitol
409 East Gaines Street
Tallahassee, FL 32399

600001720866
-02/22/96--01006--005
***+131.25 ***+131.25

RE: Articles of Incorporation of Displays Co.

Dear Sir:

Enclosed please find Articles of Incorporation which we are filing on behalf of our client, Displays Co.

Also enclosed is a check in the amount of \$131.25 which represents the requisite filing fees in this regard (\$35.00 filing fee/\$35.00 registered agent designation/\$52.50 for certified copy/\$8.75 for certificate of status).

Thanking you in advance for your prompt attention to this matter, I am

Sincerely yours,

WICKENS, HERZER & PANZA
A Legal Professional Association

By: John D. Rybarczyk

JDR/NA/cat
Enclosures (2)

f:\cor\fsos.na\8888.001\lr

FILED
96 FEB 21 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010
2.22.96

ARTICLES OF INCORPORATION

OF

DISPLAYS CO.

FILED
96 FEB 21 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation, for profit (herein called "Corporation"), under Chapter 607, Florida Statutes.

ARTICLE FIRST. NAME

The name of the Corporation shall be: Displays Co. The principal place of business of this Corporation shall be 928 Sligh Avenue, Seffner, Florida, 33584.

ARTICLE SECOND. ADDRESS OF PRINCIPAL OFFICE

The Corporation's street address for its principal office and mailing address is 928 Sligh Avenue, Seffner, Florida, 33584.

ARTICLE THIRD. NATURE OF BUSINESS

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under Chapters 607 of the Florida Statutes.

ARTICLE FOURTH. CAPITAL SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is One Hundred (100) common shares, with a par value of One Dollar (\$1.00) per share.

ARTICLE FIFTH. ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1200 South Pine Island Road, Plantation, Florida, 33324, and the name of the initial Registered Agent of the Corporation at that address is CT Corporation System.

ARTICLE SIXTH. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are: Black River Corporate Services, Inc., 1144 West Erie Avenue, P.O. Box 840, Lorain, Ohio, 44052-0840.

ARTICLE SEVENTH. SHARE REDEMPTION

By action of its Board of Directors without approval of the Shareholders, the Corporation may purchase or redeem shares of any class issued by the Corporation, in accordance with such terms and conditions as the Corporation and the applicable Shareholders determine.

ARTICLE EIGHTH. PREEMPTIVE RIGHTS

The Shareholders of the Corporation are hereby granted preemptive rights to acquire shares subsequently issued by the Corporation.

IN WITNESS WHEREOF, the undersigned officer has hereunto subscribed his name on this 20th day of February, 1996.

BLACK RIVER CORPORATE SERVICES, INC.

By: 

John D. Rybarczyk, Vice-President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

CT Corporation System, having been designated to act as Registered Agent, hereby agrees to act in such capacity.

CT CORPORATION SYSTEM

By: 

G. S. Apelis, Asst. Secretary

FILED
96 FEB 21 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000016603

MARK P. ALTIERI
LINDA C. ANBAR
ROBERT L. AUBERMAN
JOSEPH O. CUNNEO
ROBERT P. ELLIS, JR.
DAVID L. HERZBERG (P.L.L.C.)
PATRICIA F. JACOBSON
WILLIAM F. KOLB, JR.
RALPH R. LUSTIG
RICHARD A. MARGEN
MATTHEW W. NAKON
MARSHA L. NICHOLSON
RICHARD D. PANZA (P.L.L.C.)
CHARLES J. PAWLURKOWICZ
THOMAS PHILIP (P.L.L.C.)
WILLIAM F. PRESTON
JOHN D. RYBARCZYK
MARY J. SATAYA
RACHIEL KUPNICK ZIDAR
*OFFICES IN PRINCETON
IN ADDITION TO CHGO

WICKENS, HERZER & PANZA

A LEGAL PROFESSIONAL ASSOCIATION

1144 WEST ERIE AVENUE

P.O. BOX 840

LORAIN, OHIO 44052-0840

AREA CODE 216

LORAIN: 246-5269

ELYRIA: 236-3921

FACSIMILE: 244-4580

CORPORATE PLAZA II
SUITE 160
4400 ROCKSIDE WOODS BLVD., SOUTH
CLEVELAND, OHIO 44131-3223
(216) 467-6418
FACSIMILE (216) 467-0996
WILLIAM G. WICKENS
(1953 - RETIRED 1996)

Writer's Extension No.: 3217

July 17, 1997

VIA OVERNIGHT MAIL
UPS TRACKING NO. N482 285 995 4

FLORIDA SECRETARY OF STATE
The Department of State
Division of Corporations
Attention: Amendments
The Capitol
409 East Gaines Street
Tallahassee, FL 32399

700002241487--7
-07/18/97--01079--006
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of Displays Co.

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation which we are filing on behalf of our client, Displays Co.

Also enclosed is a check in the amount of \$35.00 which represents the requisite filing fees in this regard.

Thanking you in advance for your prompt attention to this matter, I am

Sincerely yours,

WICKENS, HERZER & PANZA
A Legal Professional Association

By: John D. Rybarczyk

JDR/NA/jar
Enclosures

cc: Thomas F. Gibbons, President
(w/enclosures)

f:\cor\fsos-jdr.715\6187.001\lr

JW 7/22 Amend

FILED
97 JUL 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF DISPLAYS CO.**

97 JUL 18 AM 11:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Displays Co. (the "Corporation").
2. Article Fourth of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE FOURTH. CAPITAL SHARES.

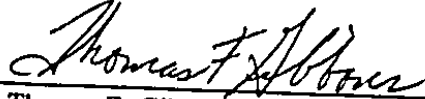
The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 8,100 common shares, with a par value of One Dollar (\$1.00) per share."

3. This Amendment was recommended by the Board of Directors to the Corporation's Shareholders on June 30, 1997.
4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's Shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Displays Co. has caused these Articles of Amendment to executed on this 17th day of July, 1997.

DISPLAYS CO.

By:


Thomas F. Gibbons, President