

P9700001803  
CORPORATION SYSTEM

815 Superior Avenue, NE  
Cleveland, OH 44114  
Tel 216 621 4270  
Fax 216 621 4059

August 6, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600002260506--1  
-08/07/97--01043--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

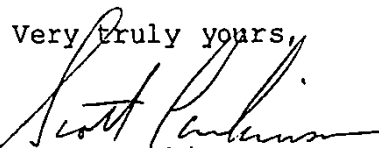
Re: Mid Am Acquisition Corp.  
Order #: 955484

Gentlemen:

As requested by counsel, we enclose for filing Articles of Incorporation on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

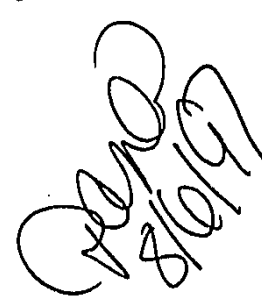
Please return evidence of the filing to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-221-0556.

Very truly yours,  
  
Scott Parkinson  
Associate Customer Specialist

sp  
Enclosure(s)

FILED  
97 AUG -7 ... 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
8/10/97

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
MID AM ACQUISITION CORP.

FILED  
97 AUG -7 ... 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: MID AM ACQUISITION CORP.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 221 S. CHURCH ST., P. O. BOX 428, BOWLING GREEN, OH 43402.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE HUNDRED (100) Common

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

\*\*\*\*\*

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

| <u>CLASS</u> | <u>PREFERENCES</u> | <u>LIMITATIONS</u> | <u>RELATIVE RIGHTS</u> |
|--------------|--------------------|--------------------|------------------------|
| N/A          | *****              | *****              | *****                  |

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

\*\*\*\*\*

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

| <u>SERIES</u> | <u>RELATIVE RIGHTS</u> | <u>PREFERENCES</u> |
|---------------|------------------------|--------------------|
| N/A           | *****                  | *****              |

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

None

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

W. Granger Souder, Jr., 221 S. Church St., P. O. Box 428, Bowling Green, Ohio 43402

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Joyce A. Donahue 815 Superior Ave., N.E., Cleveland, Ohio 44114

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 6th DAY OF August, 1997.



Joyce A. Donahue, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED \_\_\_\_\_, 19 .

BY \_\_\_\_\_

  
(TYPE NAME OF OFFICER)

Gil S. Apelig, Asst. Secretary

(TITLE OF OFFICER)

97 AUG -7 ... 3:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA