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ELISE K. WINTERS, P.A.  
Attorney at Law

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December 17, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-12/19/97--01053--004  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of MAS-B.C., Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation and a Designation of Registered Agent for MAS-B.C., Inc.

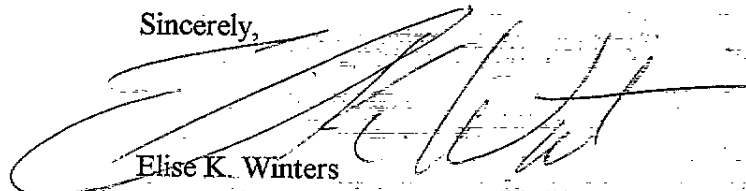
Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Designation	<u>\$35.00</u>
Total	\$122.50

Please arrange for the filing of the Articles of Incorporation and see that a certified copy is made and returned to this office. We have provided a pre-addressed Airborne Express envelope for the this purpose.

Thank you for your assistance in this matter.

Sincerely,

  
Elise K. Winters

EKW:srs  
Enclosures

cc: Tom D. McVay  
Jay Yaklevich

11/12-22-97

**ARTICLES OF INCORPORATION**

**OF**

**MAS-B.C. , INC.**

**FILED**  
97 DEC 19 PM 12:43  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this corporation is MAS-B.C., Inc., and the initial principal address of the corporation is 1105 Schrock Road, Suite 206, Columbus, Ohio 43229-1174.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock with a par value of \$1.00.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V  
REGISTERED AGENT, INITIAL REGISTERED OFFICE**

The name of the registered agent of the corporation is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755-4160.

The Board of Directors from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII  
INITIAL DIRECTORS

The name and address of the directors of this corporation are:

Tom D. McVay  
1105 Schrock Road, Suite 206  
Columbus, OH 43229

Richard J. Whaley  
1105 Schrock Road, Suite 206  
Columbus, OH 43229

Dennis E. Dean  
600 Cleveland Street, Suite 960  
Clearwater, FL 33755

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

ARTICLE VIII  
INCORPORATOR

The name and street address of the person signing these Articles as the Incorporator is

Elise K. Winters  
Elise K. Winters, P.A.  
600 Cleveland Street, Suite 940  
Clearwater, Florida 33755-4160

ARTICLE IX  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

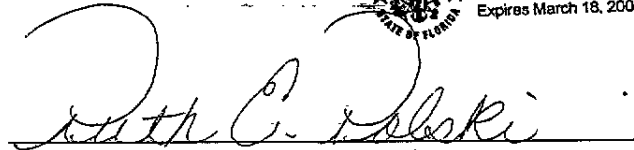
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on

  
Elise K. Winters

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of December, 1997, by Elise K. Winters, who presented a Florida Drivers license as identification and who did take an oath.

NOTARY PUBLIC

  
Ruth E. Polski



Ruth E Polski  
My Commission CC630881  
Expires March 18, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - MAS-B.C., Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Elise K. Winters

**FILED**  
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TALLAHASSEE, FLORIDA