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June 2, 1998

**VIA FEDEX**

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

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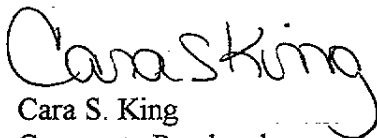
Re: Arthur Holding Company, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Arthur Holding Company, Inc. to be filed with your office. A check for \$122.50 is enclosed for the filing fee, along with a duplicate copy to be certified and returned in the FedEx envelope provided.

Thank you for your immediate attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Cara S. King  
Corporate Paralegal

Enclosures

cc: Sam Warwar, Esq. (w/o enclosures)  
Mr. Arthur Rosenbaum (w/ enclosures)

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APPROVED  
AND  
FILED  
98 JUN -3 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

98 JUN -3 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ARTHUR HOLDING COMPANY, INC.

By these Articles of Incorporation the Incorporator forms a corporation for profit under Florida law.

FIRST: The name of the corporation is Arthur Holding Company, Inc.

SECOND: This corporation shall exist perpetually.

THIRD: The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

FOURTH: The maximum number of shares of stock that this corporation is authorized to issue is five hundred (500) shares of common stock with no par value, and additional shares of stock may not be authorized unless approved by the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

FIFTH: The holders of the outstanding shares of stock of the corporation shall have preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the corporation, or any bonds, debentures or other securities convertible into any shares of the corporation.

SIXTH: The principal office address and mailing address of the corporation and the street address of the initial registered office of this corporation is 1215 Dockside Place, Sarasota, Florida 34242-8762. The name of the initial registered agent of this corporation at that address is Sarasota Consulting Services, Inc.

SEVENTH: This corporation shall have one (1) director initially. The number shall be fixed by the by-laws and may be changed from time to time.

EIGHTH: The name and street address of the initial director is:

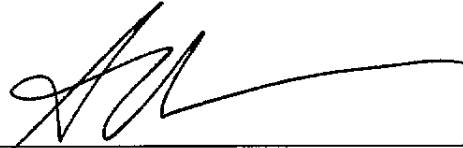
Arthur Rosenbaum	1215 Dockside Place
	Sarasota, Florida 34242-8762

The director shall hold office until the first annual meeting of shareholders.

NINTH: There may be no amendment, repeal or waiver of the application of any provision of these Articles of Incorporation, without the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

TENTH: The name and street address of the Incorporator is Sam Warwar, 33 West First Street, Suite 600, Dayton, Ohio 45402.

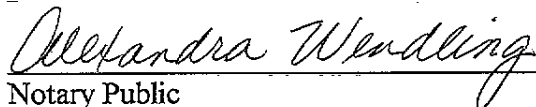
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 2nd day of June, 1998.

  
\_\_\_\_\_  
Sam Warwar

STATE OF OHIO, COUNTY OF MONTGOMERY, SS:

The foregoing instrument was acknowledged before me on the 2nd day of June, 1998, by Sam

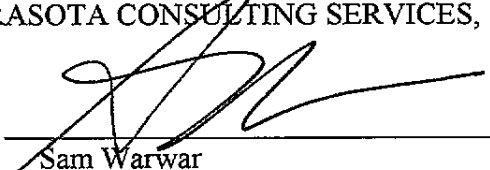


  
\_\_\_\_\_  
Notary Public  
ALEXANDRA WENDLING, Notary Public  
In and for the State of Ohio  
My Commission Expires Sept. 25, 1999

CONSENT OF REGISTERED AGENT

Having been named registered agent for this corporation at the registered office designated in the Articles of Incorporation, the undersigned accepts the designation.

SARASOTA CONSULTING SERVICES, INC.

By:   
\_\_\_\_\_  
Sam Warwar  
Assistant Secretary

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6-2-98-1

APPROVED  
AND  
FILED  
98 JUN -3 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA