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File Number 5401 207 75 3 2 9 4 1 8

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Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF RSH CO.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 10th day of DECEMBER AD 19 85 and of the Independence of the United States the two hundred and 10th.*



Jim Edgar
SECRETARY OF STATE

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ARTICLE THREE

The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

ARTICLE FOUR

(a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated October 21, 19 85

RSH Co.

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by Arnold E. Grant
(Signature of President or Vice President)

Arnold E. Grant, Sole Incorporator
(Type or Print Name and Title)

(Type or Print Name and Title)

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Form BCA-1030

File No. _____

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00

FILED

DEC 1 1965

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

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NOTES and INSTRUCTIONS

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NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
(a) to remove the names and addresses of directors named in the articles of incorporation;
(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.15 is also filed;
(c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;

(d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name; (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
(f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class as required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

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BCA-10.30 (Rev. Jul. 1984)

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File # 5401-2977-7

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	12-10-85
License Fee	\$ 277.00
Franchise Tax	\$ 554.00
Filing Fee	\$ 25.00
Clerk	BH Pm. 16.62

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

ARTICLES OF AMENDMENT

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is RSH Co. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on October 21, 1985 in the manner indicated below. ("X" one box only.)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

(New Name)

No Change

All changes other than name, include on page 2
(over)

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Resolution

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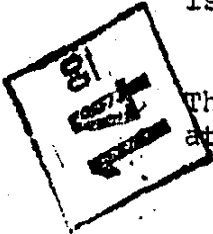
The Articles of Incorporation for RSH Co. were duly filed in the Office of the Secretary of State on October 21, 1985.

The following amendment to the Articles of Incorporation was adopted by the sole incorporator, in accordance with Section 10.10 of the Business Corporation Act of 1983 of the State of Illinois, there being no shares previously issued and no directors elected as of this date:

RESOLVED: That Article Five of the Articles of Incorporation is hereby amended to read as follows:

The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

<u>Class</u>	<u>Par Value per share</u>	<u>Number of shares proposed to be issued</u>	<u>Consideration to be received therefor</u>
Common	\$1.00	560,000	\$560,000
		Total:	<u>\$560,000</u>



DEPT-01 RECORDING
\$14.00
TRAN 3647 12/16/85 16:09:00
#5948 # A *-85-325418

Returned to Clerk