





# The State of Ohio

**Bob Taft**

Secretary of State

707171

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD MIS CHN

of:

FAIRMOUNT ABRASIVES, INC. FORMERLY SERENA PROPERTIES, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 5152 at Frame 1289 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 23RD day of MAY

A.D. 19 95



*Bob Taft*  
Bob Taft  
Secretary of State

APPROVED

By... CR

Date... 5-23-95

Amount... 35.00  
Q.5050308001

CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
SERENA PROPERTIES, INC.

Charter No. 707171

Charles D. Fowler, President, and Richard N. Ogle of Serena Properties, Inc. (the "Corporation"), an Ohio corporation, do hereby certify that, in a writing approved and signed by all the Shareholders of the Corporation as permitted by Section 1701.54 of the Ohio Revised Code, the following amendment to the Articles of Incorporation of the Corporation was adopted effective April, 19, 1995.

RESOLVED: That the Article I of the Articles of Incorporation of Serena Properties, Inc. be and it hereby is amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation is Fairmount Abrasives, Inc."

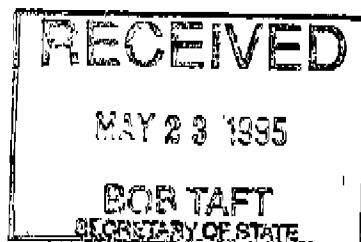
RESOLVED FURTHER: That the President and Assistant Secretary of Serena Properties, Inc. be and they are hereby authorized and directed to execute and file in the office of the Secretary of State of Ohio an appropriate Certificate of Amendment to the Articles of Incorporation in order to carry out the intent and purpose of the preceding resolution and render effective said Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, said Charles D. Fowler, President, and Richard N. Ogle, Assistant Secretary of Serena Properties, Inc., acting for and on behalf of said Corporation have hereunto subscribed their names this 28th day of April, 1995.

*Charles D. Fowler, President*  
Charles D. Fowler, President

*Richard N. Ogle*  
Richard N. Ogle, Assistant Secretary

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APPROVED  
By.....  
Date 8.17.87  
Amount 75.00

ARTICLES OF INCORPORATION  
OF  
SERENA PROPERTIES, INC.

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The undersigned, a citizen of the United States, desiring to form a corporation, FOR PROFIT, does hereby CERTIFY:

ARTICLE I

The name of the corporation is Serena Properties, Inc.

ARTICLE II

The principal office of the corporation shall be located in Chardon, Geauga County, Ohio.

ARTICLE III

The purpose or purposes for which, or for any of which, it is formed are to enter into, promote or conduct any other kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio, and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

ARTICLE IV

The authorized number of shares of capital stock of the corporation shall consist of seven hundred fifty (750) shares, all of which shall be common shares, without par value.

ARTICLE V

The corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the corporation and at such prices as the Board of Directors of the corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of shares entitling them to exercise two-thirds or any other proportion (but less than all) of the voting power of the corporation or of any class or classes of shares thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

ARTICLE VII

The preemptive right to purchase additional shares or any other securities of the corporation is expressly denied to all shareholders of all classes.

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SERENA PROPERTIES, INC.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

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The undersigned, being the Sole Incorporator of Serena Properties, Inc., under the provisions of Section 1701.07 of the Ohio Revised Code, does hereby appoint as Statutory Agent, William E. Conway, a natural person resident of the State of Ohio, upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served.

The complete business address of said Agent is 11830 Ravenna Road, in the City of Chardon, in Geauga County, Ohio, Zip Code 44024.

IN WITNESS WHEREOF, the undersigned Sole Incorporator of Serena Properties, Inc., has executed this Original Appointment of Statutory Agent on August 14, 1987.

Carole A. Donnelly  
Carole A. Donnelly  
(Sole Incorporator)