

DOCKET FILE COPY ORIGINAL  
Before the  
**Federal Communications Commission**  
Washington, DC

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**SEP 17 1993**  
FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

In re Applications of	)	MM Docket No. <u>93-107</u>
	)	
DAVID A. RINGER	)	File No. BPH-911230MA
	)	
ASF BROADCASTING CORP.	)	File No. BPH-911230MB
	)	
WILBURN INDUSTRIES, INC.	)	File No. BPH-911230MC
	)	
SHELLEE F. DAVIS	)	File No. BPH-911231MA
	)	
OHIO RADIO ASSOCIATES	)	File No. BPH-911231MC

For Construction Permit for an  
FM Station on Channel 280A in  
Westerville, OH

To: Administrative Law Judge  
Walter C. Miller

**OPPOSITION TO MOTION TO ENLARGE ISSUES AGAINST DAVIS**

Shellee F. Davis ("Davis"), by her attorney, hereby submits her opposition to the "Motion to Enlarge Issues Against Davis" submitted by Ohio Radio Associates, Inc. ("ORA") on September 15, 1993. ORA makes two claims, each of which are equally specious. With respect thereto, the following is stated:

First, ORA argues that information presented in newspaper articles attached to Davis' hearing testimony is false, and that therefore a misrepresentation issue is warranted. This claim is frivolous. Ms. Davis' written hearing testimony does not in any way claim that Benjamin Davis was an officer or partner of Britt Business Systems, nor was that collateral topic a matter with respect to which Davis provided any written testimony, at any time. The written newspaper articles to which ORA refers (Davis Exh. 1, Att. 1 at

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Attachments B and E) were introduced (and accepted) for the sole purpose of establishing Ms. Davis' membership in the Chamber of Commerce and her status as a 1991 "Columbus Chamber of Commerce" Finalist. Davis Exh. 1 at 2 & 4. Her written testimony does not include reference to the relationship her brother-in-law, Benjamin Davis, held with the company (nor would such a reference even have been relevant to the issues in this proceeding). Consistently, use of the exhibits specifically were so limited at the Admissions Session in this proceeding, and the information on which ORA relies is not part of the record to establish the "truth" to the Commission of the other matters asserted therein. TR 83, 92.

Even more significantly, as seen in Attachment 1, Benjamin Davis factually, was indeed never an officer or director of Britt. See Attachment 1 (corporate minutes of Britt Business Systems for 1988-93). As Britt's corporate counsel also confirms, Shellee Davis at all times has been Britt's sole director and shareholder, and at all times since April 3, 1989 has been Britt's sole officer. See Attachment 2. Thus, Ms. Shellee Davis' testimony and representations to the Commission were totally true and accurate.<sup>1</sup>

In short, there has been no misrepresentation to the Commission, and ORA has presented no cognizable evidence of misrepresentation. ORA's only "evidence" of misrepresentation is the information contained in newspaper articles, yet as counsel for ORA persuasively argued at the Admissions Session in this proceeding, "newspaper articles" are

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<sup>1</sup> As established at the hearing, Benjamin Davis operated Britt Business Systems in Cleveland essentially as an independent contractor of Britt, retaining all profits enjoyed (are bearing responsibility for all debts incurred) by that "arm" of the business. TR 432-33. That relationship was severed in March/April 1993. TR 431. Benjamin Davis and Shellee Davis were "partners" previously only in the non-legal, broad layman sense (TR 441), in that they shared the common goal of promoting the "Britt Business Systems" name (although each for their proprietary gain).

not "evidence." TR 75-76, 92. Accord, News International, PLC, 97 F.C.C.2d 349, 358 (1984); Barry Skidelsky, 7 FCC Rcd 1, 6 ¶ 29 (Rev. Bd. 1992). Davis testified that she is not certain whether the inaccurate information in the articles is even attributable to her, and in any event, there is no evidence that even the newspaper was "intentionally" misled.<sup>2</sup> Finally, the information was certainly not "told" to the reporter or the newspaper "under penalty of perjury" in a manner which could validly call into question under Commission policy the accuracy or veracity of the Hearing Testimony provided by Davis under oath or her ability to be truthful and honest to the Commission. Accord, Policy Regarding Character Qualifications in Broadcast Licensing, 102 F.C.C.2d 1179, 1196 ¶ 36, 1204 ¶ 48, 1211, ¶ 61 (1986), recon. granted in part, denied in part, 1 FCC Rcd 421 (1986), modified, 4 FCC Rcd 3252 (1990), reconsidered, 6 FCC Rcd 3448 (1991), modified, 7 FCC Rcd 6564 (1992) (FCC is concerned with FCC-related misconduct and misrepresentations as well adjudications of misrepresentations occurring before other governmental units). For all of these reasons, no issue is warranted with regard to this matter. <sup>3</sup>

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<sup>2</sup> See TR 441 (she "might have" misinformed the newspaper of Ben Davis' status due to the pendency of discussions concerning whether Davis should become vice president of the corporation and whether a partnership arrangement should be established).

<sup>3</sup> Rhetoric aside, ORA feels content to play fast and loose with its characterization of the record. ORA claims that at TR 439-44 "Davis admitted that [the statements in the newspaper] were not true and that she had knowingly given the news reporter false information." Motion at 1 ¶ 2. There is no testimony that reflects that Davis "knowingly gave the news reporter false information." ORA then claims that the testimony raised a question "as to whether she made knowing and intentional misrepresentations in her hearing exhibit as to her business interests." Motion at 1 ¶ 3. The testimony, however, at best relates to the business interests of her brother-in-law, Benjamin Davis, a person who is not even a party to this case.

Stripped of its misstatements of fact, overblown rhetoric, and unsubstantiated (and inaccurate) speculation, ORA is left with an empty shell of a Motion.

ORA also accuses Davis of engaging in a lack of candor with respect to her testimony concerning the amount of income she receives from Britt Business System on an annual basis. Davis also did not engage in a misrepresentation or lack of candor with respect to this matter. As her testimony shows, when Davis was questioned about her income, she accurately testified that her annual salary and bonuses from Britt Business System in 1992 totalled approximately \$26,000. TR 421. Contrary to ORA's claims to the contrary, it took two questions and two responses to provide that "simple fact."<sup>4</sup> The matter, however, admittedly became more complex when questioning turned to an inquiry concerning broader matters such as her "total compensation" from Britt Business Systems (approximately \$26,300 (TR 421-22)), which then eventually turned to and evolved into questions concerning precisely what amount of profit Britt Business Systems enjoys from its customers each year. TR 425-26. Although Ms. Davis repeatedly expressed her confusion at some points during the questioning,<sup>5</sup> being confused by questions is neither an actionable offence against the Commission nor should it be viewed as having been offensive to the Court. In each case Davis clearly answered the precise question that was being asked, to the best of her ability. There was no "lack of candor."<sup>6</sup>

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<sup>4</sup> Cf. ORA Motion at 2 ¶ 1 ("[i]t took the Presiding Judge considerable time and effort to elicit from Davis this simple fact").

<sup>5</sup> TR 422 ("I may be misunderstanding this a bit..."); TR 426 ("I, I thought you meant me as the, as being paid 25,000...").

<sup>6</sup> It must be emphasized that Britt is a corporation, not a "d/b/a/." The compensation paid to Davis is for her personal use. The monies retained by Britt are retained for corporate uses. Corporate monies are not co-mingled. The retained earnings will be passed on the Davis only when the business is liquidated or sold -- in the meantime they are retained and/or reinvested in the company to purchase additional assets (e.g. equipment) for the business and to offset losses accrued from past years. Cf. TR 382 (Ms. Davis has made loans to the

It is well established that in order to establish the existence of a "misrepresentation," a petitioner must present a prima facie case establishing the existence of an intentional, material, false statement. WHW Enterprises, Inc., 89 F.C.C.2d 799, 819 (Rev. Bd. 1982); Scott and Davis Enterprises, Inc., 88 F.C.C.2d 1090, 1099-1100 (Rev. Bd. 182). It also is well established that the bare existence of a "mistake," "without any indication that a licensee meant to deceive the Commission, does not elevate such mistake to the level of an intentional misrepresentation or raise a substantial and material question of fact." High Country Communications, 5 FCC Rcd 6237, 6238 ¶ 9 (1990), quoting, Kaye-Smith Enterprises, 71 F.C.C.2d 1402, 1415 (1979). See also, F.C.B., Inc., 3 FCC Rcd 4594, 4597 (MMB 1988) (necessary element of "misrepresentation" is willfulness; carelessness, exaggeration, or slipshoddiness, which lack that necessary element, do not constitute misrepresentation); Sunshine Broadcasting, Inc., 64 R.R.2d 596, 598 (1987) (no "misrepresentation" exists were applicant was unaware that information reported to Commission was inaccurate). Here, there was no false testimony presented to the Commission, nor is there any evidence that inaccurate information was intentionally provided even to the local media by Davis or her agents. The Commission has cautioned against branding actual or potential broadcasters "liars" without sensitive consideration of their explanations, especially in contentious comparative cases. Bellingham Television Associates, Inc., 103 F.C.C.2d 222, 225 (Rev. Bd. 1986); see also, Scott & Davis Enterprises, Inc., 88

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company, some of which are still outstanding). Whether retained profits will exist in the future when the business is liquidated or sold is unknown. Until that time, however, Britt's profits do not yet constitute "compensation" to Davis from Britt, either direct or indirect. The questions were answered accurately by Davis, and there was no "lack of candor."

F.C.C.2d 1090, 1091 (Rev. Bd. 1982) (criticizing the fusillade of easily parried prehearing charges concerning misrepresentations or lack of candor). ORA's Motion fails utterly to show that Davis has engaged in an intentional misstatement of fact or a lack of candor made with an intent to deceive the Commission. Accordingly, ORA's Motion must be denied.

WHEREFORE, it is respectfully requested that the Motion to Enlarge Issues Against Davis filed by Ohio Radio Associates be denied.

Respectfully requested,

SHELLEE F. DAVIS

By:

Dan J. Alpert

1250 Connecticut Ave.  
7th Floor  
Washington, DC 20036  
(202) 637-9158

September 17, 1993

Her Attorney

ATTACHMENT 1



Department of State

# The State of Ohio

**Sherrod Brown**

Secretary of State

714528

## 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 CHN

of:

BRITT BUSINESS SYSTEMS, INC. FORMERLY BRITT PRODUCTS CORPORATION

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

Recorded on Roll 6343 at Frame 1800 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 2ND day of MARCH,  
A.D. 19 88.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

CERTIFICATE NUMBER <u>1</u>	ISSUED TO <u>Shellee F. Davis</u>	RECEIVED CERTIFICATE NO. _____
FOR <u>400</u> SHARES	TRANSFERRED FROM _____	FOR _____ SHARES
DATED <u>3-2-88</u>	DATED <u>3-2-88</u>	THIS _____ DAY OF _____ 19__
	NUMBER ORIGINAL CERTIFICATE _____	
	NUMBER ORIGINAL SHARES _____	
	NUMBER OF SHARES TRANSFERRED _____	



ORGANIZED UNDER THE LAWS OF THE STATE OF OHIO

THIS CERTIFIES THAT Shellee F. Davis is the owner of  
Four Hundred fully paid and nonassessable common shares  
 without par value of

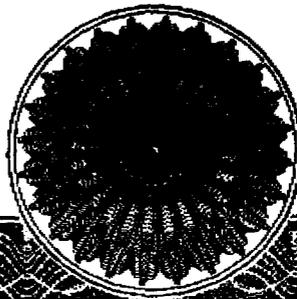
BRITT BUSINESS SYSTEMS, INC.

transferable only on the books of the corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

WITNESS the seal of the corporation and the signatures of its duly authorized officers.

Dated March 2, 19 88

*Kathleen H. Frazier*  
 Kathleen H. Frazier SECRETARY



*Shellee F. Davis*  
 Shellee F. Davis PRESIDENT

66293-6586

APPROVED

By.....*K.M.*.....  
Date *12-16-87*.....  
Amount *\$ 75.00*.....

ARTICLES OF INCORPORATION

OF

BRITT PRODUCTS CORPORATION

The undersigned, desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify:

FIRST: The name of the corporation shall be Britt Products Corporation.

SECOND: The place in Ohio where the corporation's principal office is to be located is Columbus, Franklin County, Ohio.

THIRD: The purpose or purposes for which the corporation is formed are to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.99, inclusive, of the Ohio Revised Code as now enacted and as the same may hereafter be amended from time to time (herein sometimes called the "Ohio General Corporation Law".)

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is 750, all of which shall be common shares without par value.

FIFTH: The amount of stated capital with which the corporation will begin business shall be not less than \$500.

SIXTH: Subject only to any limitation or restriction that may be now or hereafter contained in any other Article of these articles of incorporation, the corporation by the board of directors (and without any approval or other authorization or action by the shareholders) shall have the power and authority, to the full extent permitted under the Ohio General Corporation Law at any time and from time to time, to purchase or otherwise acquire shares of any class of series of the corporation, any voting-trust certificates for, or warrants or options to purchase, such shares, and any bonds, debentures, notes, script, obligations, evidences to such extent or amount and in such manner and upon such terms as the board of directors shall deem expedient and independent of any provisions which may now or hereafter be contained in the corporation's articles of incorporation with respect to the redemption of shares of any class or series as a matter of right or obligation of the corporations.

**SEVENTH:** Every statute of the State of Ohio hereafter enacted, whereby rights or privileges of shareholders of a corporation organized under the Ohio General Corporation Law are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall bind every shareholder to the same extent as if such statute had been in force on the effective date of these articles of incorporation.

**EIGHTH:** In the event the code of regulations or the directors' bylaws (if any) of the corporation now or hereafter contain any terms or provisions that are inconsistent or in conflict with any of the terms or provisions of these articles of incorporation such terms and provisions of these articles of incorporation shall control and shall supersede such conflicting or inconsistent terms and provisions of the code of regulations or the directors' bylaws, but such conflict or inconsistency shall not impair, nullify or otherwise affect the remaining terms and provisions of such code of regulations or directors' bylaws which shall remain in full force and effect. References herein to these articles of incorporate or any Article thereof shall mean the articles of incorporation of the corporation and any such Article as then in effect and as the same may be amended from time to time thereafter.

**NINTH:** No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall appertain or be attached any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, at such price or prices, and upon such terms and conditions, as the board of directors in its discretion may from time to time determine.

**TENTH:** Subject only to any provision to the contrary that may be now or hereafter contained in any other Article of these articles of incorporation, and notwithstanding any provision of the Ohio General Corporation Law requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, for any such purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise a simple majority of the voting power of the corporation or of such class or

classes shall instead be required, unless such Law provides that the proportion designated therein cannot be altered by these articles of incorporation.

IN WITNESS WHEREOF, I have signed this instrument on the date set forth below.

DATE: 12-14-87

  
Kathleen Hayes Ransier  
Sole Incorporator

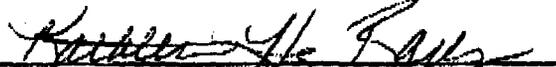
00293-0523

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the incorporator of , an Ohio corporation for profit, with its principal office in Franklin County, Ohio, hereby appoints Kathleen Hayes Ransior, a natural person resident in the county in which the corporation has its principal office, as its original statutory agent upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served. Her complete address is 66 Thurman Avenue, Columbus, Ohio 43206.

IN WITNESS WHEREOF, I have signed this instrument on the date set forth below.

DATED AT Columbus, Ohio, December 14, 1987.

  
Sole Incorporator

RECORD  
OF  
ACTIONS BY THE SOLE INCORPORATOR  
OF  
BRITT BUSINESS SYSTEMS, INC.

March 2, 1988

The following sets forth the actions taken by the sole incorporator of BRITT BUSINESS SYSTEMS, INC. at 9:00 a.m. on the date set forth above.

The only items of business to be disposed of were the adoption of a plan for the offering, sale, and issuance of the shares of the corporation's common stock prior to the corporation's commencement of business; the determination of the consideration to be paid for the shares; the determination of the amount of such consideration to be credited to the company's books as stated capital; and the receipt of a subscription for shares in conformity with the plan. The incorporator determined that the plan be such as to satisfy the requirements of §1244 of the Internal Revenue Code of 1954. Accordingly, the following resolutions were adopted by the incorporator:

RESOLVED, that the corporation's common shares be offered for sale prior to the corporation's commencement of business pursuant to a plan which will satisfy the requirements of §1244 of the Internal Revenue Code of 1954;

RESOLVED accordingly that 400 common shares be offered at a price of \$2.00 per share, payable in cash and property, \$2.00 of which shall be allotted to stated capital and the surplus, if any, shall be allocated to paid-in capital surplus and that said offer remain open until 5:00 p.m. on March 2, 1988

RESOLVED FINALLY that the books for subscriptions to common shares be opened immediately to receive subscriptions in conformity with the aforesaid plan.

The following subscriptions (in original form) to purchase shares of the corporation's common stock were received:

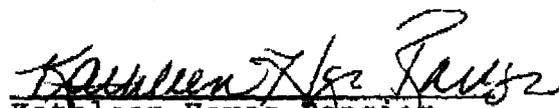
SUBSCRIPTIONS TO PURCHASE SHARES OF THE COMMON STOCK NO PAR VALUE, BRITT BUSINESS SYSTEMS, INC.

The undersigned does hereby subscribe to purchase the number of shares set opposite her name of the common stock without par value of Britt Business Systems, Inc. and do hereby agree to pay therefor the sum of \$2.00 per share, payable in cash and property upon demand by the board of directors of the company.

<u>Name</u>	<u>No. of Shares</u>
 Shellee F. Davis	400

Subscriptions to purchase shares of the corporation's common stock having been received in an amount greater than the capital stated in the articles of incorporation as that with which the corporation will begin business; thereupon, upon motion duly made, seconded and unanimously carried, said subscriptions were accepted, and the books for subscriptions to purchase shares of the corporation's common stock were closed.

There being no further business to be transacted by the incorporators, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

  
Kathleen Hayes Ransier  
Sole Incorporator

MINUTE  
OF  
ACTIONS TAKEN IN WRITING WITHOUT A MEETING  
BY THE SHAREHOLDER  
OF  
BRITT BUSINESS SYSTEMS, INC.

March 2, 1988

The undersigned, being the shareholder of Britt Business Systems, Inc. take the following actions on the date set forth above by this writing, signed and approved by her in lieu of the initial meeting of the shareholders, pursuant to the provisions of §1701.54 of the Ohio Revised Code.

The following resolution with respect to the code of regulations of the corporation is adopted:

RESOLVED, that the code of regulations which has been drafted and presented to the shareholders of the corporation be, and it hereby is, adopted as the code of regulations of the corporation, and the same be and it hereby is, incorporated in this minute by reference and made a part hereof.

The following resolution with respect to the election of directors of the corporation is adopted:

RESOLVED, that pursuant to the code of regulations of the corporation, the number of directors be, and it hereby is, fixed at one and the following persons be, and they hereby are, elected directors of the corporation to serve for the term specified in the corporation's code of regulations:

Shellee F. Davis

The following resolution with respect to the election of the company to be taxed as a Small Business Corporation pursuant to §1372(a) of the Internal Revenue Code is hereby adopted:

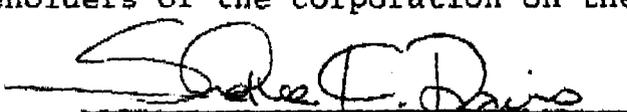
WHEREAS, The company meets all the requirements of the Internal Revenue Code for Subchapter S Election to wit:

- (1) It has no more that ten (10) shareholders;
- (2) It has only individuals as shareholders;
- (3) It has no shareholder who is a non-resident alien;
- (4) It has only one class of stock;
- (5) It is not a member of an affiliated group of of corporations as defined in §1504 of the Internal Revenue Code; and
- (6) It is a domestic corporation; and

WHEREAS, All the shareholders of the company have consented that the company be treated as a "small business corporation" for income tax purposes.

NOW, THEREFORE, BE IT RESOLVED, That the company elect to be taxed as a Small Business Corporation pursuant to §1372(a) of the Internal Revenue Code and that the Board of Directors be, and it hereby is, directed to implement this resolution.

This minute constitutes a complete record of all actions taken by the shareholders of the corporation on the date set forth above.

  
Shellee F. Davis

MINUTE  
OF  
ACTIONS TAKEN IN WRITING WITHOUT A MEETING  
BY ALL OF THE DIRECTORS  
OF  
BRITT BUSINESS SYSTEMS, INC.

March 2, 1988

The undersigned, being all of the directors of Britt Business Systems, Inc., do hereby take the following actions on the date set forth above by this writing signed and approved by each of them in lieu of the initial meeting of the directors, pursuant to the provisions of §1701.54 of the Ohio Revised Code.

The following resolution with respect to the election of the officers of the corporation is adopted:

RESOLVED, that the following persons be, and they hereby are, elected to the offices of the corporation set opposite their respective names:

Shellee F. Davis - President/Treasurer  
Kathleen Hayes Ransier - Secretary

The following resolution with respect to the payment, or reimbursement, or both, of persons who incurred or paid any costs, charges, or expenses in connection with the incorporation and organization of the corporation is adopted:

RESOLVED, that the treasurer of the corporation be, and he hereby is, authorized to pay, to reimburse, or both, any person who has incurred or paid any costs, charges, or expenses incident to or arising out of the incorporation and organization of the corporation and its authorization to do business.

The following resolutions with respect to the establishment and maintenance of a bank account in the name of the company are adopted:

RESOLVED, that this corporation open and maintain an account with BancOhio of Columbus, Ohio hereinafter call Bank, and deposit therein, subject to the rules of said bank, funds of the corporation, consisting of moneys and checks, negotiable paper and other

instruments for the payment of money, acceptable to said bank; that such funds deposited in said account shall, subject to the rules of said bank, be withdrawn from said account by means of checks, drafts, notes, orders or receipts issued in the name of the corporation signed by the following officers of the corporation, namely:

Shellee F. Davis            President/Treasurer

RESOLVE, that said bank is hereby authorized to honor and pay such checks, drafts, notes, orders or receipts and also to receive the same for the credit of or in payment from the payee of any other holder, when so signed, without inquiry as to the circumstances of their issued or the disposition of the proceeds, whether drawn to the individual order of or tendered in payment of individual obligations of said above named officers or other officers of this corporation or otherwise; and

RESOLVED, that all checks, drafts, notes or orders for the payment of money payable or belonging to this corporation may be endorsed for transfer, payment, collection or deposit on behalf of this corporation by or under the direction of any one of said officers and that a rubber stamp may be used for said purpose; and said bank is authorized to honor and pay or purchase and pay for such instruments and also to receive the same for the credit of or in payment from the endorsee or any other holder, when so endorsed, without inquiry as to the circumstances of such endorsement or the disposition of the proceeds, whether endorsed in blank or to the individual obligations of the said above-named officers or other officers of this corporation or otherwise; and

RESOLVED, that the following officer of this corporation, namely: the President, is or are hereby authorized to negotiate loans at any time or times for this corporation from said Bank, and as security for the repayment of such loans, to assign, transfer, endorse, convey and deliver any and all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, bills receivable, other commercial paper or evidences of indebtedness and other property

of any kind at any time held or owned by this corporation, and for the purpose of evidencing such loans, to make, execute and deliver, in the name of the corporation, one or more notes or other written obligations of this corporation, upon such terms and containing such provisions as said Bank may require, including therein, or supplemental thereto, powers of attorney to confess judgment against this corporation and such provisions and agreements as to collateral security and the disposition thereof and the application of the proceeds thereof as said Bank may from time to time require, and also to sell to or discount or rediscount with said Bank any and all commercial paper, bills receivable and other instruments, or evidences of indebtedness at any time held or owned by this corporation, and to that end to endorse, transfer, assign and deliver the same to said Bank; and

RESOLVED, that all loans, discounts, rediscounts, advances, checks and negotiable instruments heretofore obtained from or negotiated with said bank, on behalf of this corporation by any officer thereof or held by said bank and charge against this corporation on the books of said bank are hereby ratified, confirmed and approved as the valid obligations of this corporation; and

RESOLVED, that this corporation hereby guarantees to said bank the payment of all checks, drafts and notes which may at any time be deposited without the endorsement of the corporation appearing on such items and the certification of these resolutions by an officer of the corporation shall bind it upon this guaranty; and

RESOLVED FURTHER, that the Secretary furnish to said bank a certified copy of these resolutions and a certificate setting forth the names of the officers and from time to time whenever new officers shall be elected, additional certificates setting forth the names of said officers and specimens of their signatures and said bank is authorized to rely on these resolutions and each such certificate as being in effect without modification until written notice of any change therein shall be delivered to it and acknowledged by the Bank.

The following resolution with respect to the form of definitive certificate for fully-paid and nonassessable shares of the corporation is adopted:

RESOLVED, that the form of definitive no-par certificate for fully-paid and nonassessable shares of the corporation, a sample of which form has been submitted to and reviewed by the directors and is appended to and hereby made a part of this minute, be, and it hereby is, approved; that such certificate in said form be, and it hereby is, prescribed as the form of certificate for the fully-paid and nonassessable shares of the corporation; and that the treasurer of the corporation be, and he hereby is, authorized to procure share certificates in the prescribed form.

The following resolution with respect to filings to be made with the Division of Securities of the State of Ohio is hereby adopted:

RESOLVED, that the proper officer of the corporation be, and they hereby be, authorized and directed in the name and in behalf of the corporation to execute, acknowledge, and file with the Division of Securities of the State of Ohio, affidavit, applications, and other instruments as may be required to comply with the Ohio Securities Act, and that such officers be, and they hereby are, authorized and directed to incur all necessary expenses in connection with such filings.

The following resolution with respect to the election of the company to be taxed as Small Business Corporation, pursuant to Section §1372(a), Internal Revenue Code, is adopted:

RESOLVED, that pursuant to the resolution adopted by the shareholders of the company, and it appearing that all shareholders have consented thereto, thereto, the company elect to be taxed as a Small Business Corporation, pursuant to Section §1372(a), Internal Revenue Code, and that the president be, and is hereby authorized and directed in the name of and on behalf of the company to execute, acknowledge and file with the Internal Revenue Service such affidavits,

applications and other instruments which may be required to comply with the Internal Revenue Code of 1954, as amended with respect to this election.

This minute constitutes a complete record of all actions taken by the board of directors of the corporation on the date set forth above.



Shellee F. Davis

MINUTE  
OF  
ACTION TAKEN IN WRITING WITHOUT A MEETING  
BY THE SOLE SHAREHOLDER  
OF  
BRITT BUSINESS SYSTEMS, INC.

April 3, 1989

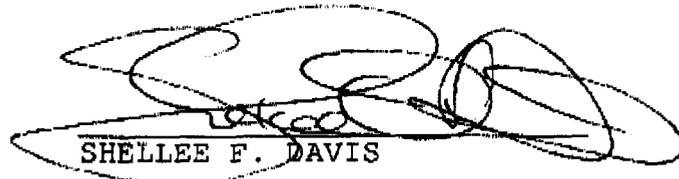
The undersigned, being the sole shareholder of the above-named Ohio corporation, hereby takes the following actions on the date set forth above by this writing signed and approved in lieu of the meeting of the shareholder, pursuant to the provisions of §1701.54, Ohio Revised Code.

The following resolution with respect to the election of directors of the corporation is adopted:

RESOLVED, that pursuant to the code of regulations of the corporation, the following person is hereby elected director of the corporation to serve the term specified in the corporation's code of regulations:

Shellee F. Davis

This constitutes a complete record of all actions taken by the shareholders of the corporation as of the date set forth above.

  
SHELLEE F. DAVIS

MINUTE  
OF  
ACTION TAKEN IN WRITING WITHOUT A MEETING  
BY THE SOLE DIRECTOR  
OF  
BRITT BUSINESS SYSTEMS, INC.

April 3, 1989

The undersigned, being the sole director of the above-named Ohio corporation, hereby takes the following actions on the date set forth above by this writing signed and approved in lieu of the meeting of the directors, pursuant to the provisions of §1701.54, Ohio Revised Code.

The following resolution with respect to the election of officers of the corporation is adopted:

RESOLVED, that the following persons are nominated and elected to the offices of the corporation set opposite their names to serve pursuant to the code of regulations.

<u>OFFICE</u>	<u>NAME</u>
President-Treasurer-Secretary	Shellee F. Davis

This constitutes a complete record of all actions taken by the sole director of the corporation as of the date set forth above.

  
SHELLEE F. DAVIS

MINUTE  
OF  
ACTION TAKEN IN WRITING WITHOUT A MEETING  
BY THE SOLE SHAREHOLDER  
OF  
BRITT BUSINESS SYSTEMS, INC.

April 2, 1990

The undersigned, being the sole shareholder of the above-named Ohio corporation, hereby takes the following actions on the date set forth above by this writing signed and approved in lieu of the meeting of the shareholder, pursuant to the provisions of §1701.54, Ohio Revised Code.

The following resolution with respect to the election of directors of the corporation is adopted:

RESOLVED, that pursuant to the code of regulations of the corporation, the following person is hereby elected director of the corporation to serve the term specified in the corporation's code of regulations:

Shellee F. Davis

This constitutes a complete record of all actions taken by the shareholders of the corporation as of the date set forth above.

  
SHELLEE F. DAVIS