

EXHIBIT C

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

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show INTERNATIONAL MERCHANDISING COMPANY, LLC, an Ohio For Profit Limited Liability Company, Registration Number 357368, was organized within the State of Ohio on January 12, 1967, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 7th day of February, A.D. 2013*

Jon Husted

Ohio Secretary of State

Validation Number: V201335F2D1DC

Doc ID --> 201236201611



DATE	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
12/28/2012	201236201611	Conversion Within SOS Records (CVS)	125.00	.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: JAMES H TANKS III
4400 EASTON COMMONS WAY, SUITE 125
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

357368

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

INTERNATIONAL MERCHANDISING COMPANY, LLC

and, that said business records show the filing and recording of:

Document(s):

Conversion Within SOS Records
CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.

Document No(s):

201236201611



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

Witness my hand and the seal of the
Secretary of State at Columbus,
Ohio this 1st day of January, A.D.
2013.

Ohio Secretary of State



Form 700 Prescribed by:
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 468-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussariv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State
Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

**Certificate for Conversion for Entities Converting
Within or Off the Records of the Ohio Secretary of State**
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Converting <u>Within</u> The Records of the Ohio Secretary of State	(2) <input type="checkbox"/> Converting <u>Off</u> The Records of the Ohio Secretary of State (187-XXX)
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Name of the converting entity	International Merchandising Corporation
Jurisdiction of Formation	Ohio
Charter/Registration Number	357368

The converting entity is a:
(Check Only (1) One Box)

<input checked="" type="checkbox"/> Domestic Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

2012 DEC 26 AM 10:31
RECORDS CENTER

Doc ID --> 201236201611

Name of the converted entity

Jurisdiction of Formation

The converted entity is a:
(Check Only (f) One Box)

<input type="checkbox"/> Domestic Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

Effective Date (Optional) (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Name

Mailing Address

City State Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City State Zip Code

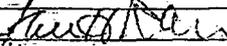
If the agent is an individual using a P.D. Box, check this box to confirm that the agent is an Ohio resident.

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be signed by an
authorized representative.


Signature

John H Raleigh
By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

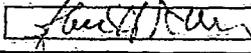
AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

International Merchandising Corporation
Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is a converting entity, the certificate of conversion must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.611(B)(4) of the Revised Code, unless the converted new entity is a corporation licensed in Ohio.

Agency	Date Notified	Agency	Date Notified
Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	Dec. 20, 2012	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	Dec. 20, 2012
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	Dec. 20, 2012	Overnight: P.O. Box 182413 Columbus, OH 43218-2413	Regular: P.O. Box 182413 Columbus, OH 43218-2413
		Treasurer The treasurer of any county in which the corporation has personal property:	Date Notified
		N/A	

Note: This affidavit must be signed by one or more persons executing the certificate of conversion or by an officer of the corporation.

Signature  Title Senior Vice President

Name John H Raleigh

Mailing Address IMG Center, 1360 E 9th Street, Suite 100

City Cleveland, OH State Zip Code 44114-1782

Acknowledged before me and subscribed in my presence on 12/23/2012 Date

Seal Notary Public Commission Expires n/a Date

Form 700

ALAN G. TORRENTE, Attorney
NOTARY PUBLIC - STATE OF OHIO
Page 4 of 5 My Commission Has No Expiration Date Revised: 2/6/12
Section 147.03 R.C.

01/29/11 - 6/11/2012 Weber E-View Online



Form 533A Prescribed by:
Ohio Secretary of State
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 460-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
hustedj@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1380
Columbus, OH 43216

**Articles of Organization for a Domestic
Limited Liability Company**

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

(1) Articles of Organization for Domestic
For-Profit Limited Liability Company
(116-LCA)

(2) Articles of Organization for Domestic
Nonprofit Limited Liability Company
(116-LCA)

Name of Limited Liability Company International Merchandising Company, LLC

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd."

Effective Date January 1, 2013

(Optional)

mm/dd/yyyy

(The legal existence of the limited liability company begins upon the filing
of the articles or on a later date specified that is not more than ninety days
after filing)

This limited liability company shall exist for

(Optional)

Period of Existence

RECEIVED

DEC 26 2012

SECRETARY OF STATE

Purpose
(Optional)

Five horizontal lines for entering the purpose of the company.

****Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

International Merchandising Company, LLC
Name of Limited Liability Company

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is

CT Corporation System
Name of Agent
1300 East 9th Street
Mailing Address
Cleveland Ohio 44114
City State ZIP Code

ACCEPTANCE OF APPOINTMENT

The undersigned, CT Corporation System named herein as the statutory agent for
Statutory Agent Name

Statutory agent for International Merchandising Company, LLC
Name of Limited Liability Company

hereby acknowledges and accepts the appointment of agent for said limited liability company

Statutory Agent Signature Timothy Roberson
Assistant Secretary
Individual Agent's Signature / Signature on Behalf of Corporate Agent

If the agent is an individual and using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

Doc ID -->

201236201611

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

John H. Raleigh
Signature

John H Raleigh
By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name