DOC ID ----> 199906700494

J. Kenneth Blackwell
Secretary of State
State of Ohio

March 8, 1999 DIN#: 199906700494

ADVANTAGE TECHNICAL SERVICES
ATTN M A KANE
3690 WINCHELL RD
CLEVELAND, OH 441220000

Re: ADVANTAGE TECHNICAL SERVICES, INC. EXPEDITED SERVICE

Dear Customer:

The enclosed document (s) is being returned for the following reason (s) :

All incorporators must sign the articles of incorporation. Please sign and resubmit to our office for approval.

To ensure proper processing of your filing, **return this letter.**

- **Return the corrected documents and the entire filing**
- Your filing has been credited in the amount of **$ 95.00**

Completed documents must be returned within 30 days or a refund will be issued.

If you have any questions regarding this matter, please feel free to contact this office at (614) 466-8438. Thank you.

PH/SoS

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ARTICLES OF INCORPORATION
OF
ADVANTAGE TECHNICAL SERVICES, INC.

The undersigned, who is a citizen of the United States desiring to form a corporation, for profit, under Section 1701.01 et seq. of the Revised Code of Ohio does hereby certify:

FIRST: The name of the corporation shall be:

ADVANTAGE TECHNICAL SERVICES, INC.

SECOND: The place in Ohio where its principal office is to be is:

3690 Winchell Road
Cleveland, Ohio 44122
[Cuyahoga County]

THIRD: The purposes for which this corporation is formed are:

1. To recruit, employ, and place in employment, both full time and part time, individuals with technical or other skills and to recruit and obtain prospective employers of technical personnel.

2. To acquire, own, hold, use, lease, mortgage, pledge, exchange and dispose of property of all kinds whether real, personal or mixed, wheresoever situated, including shares of stock, bonds, debentures, notes, scripts, securities, interest in real estate, evidence of indebtedness, contracts, obligations of any corporation, association, firm or individual.

3. To enter into, promote or conduct any kind of business, contract or undertaking, by itself, or in combination with any person, firm or corporation, whether or not related to any other business, contracts or undertakings, in which the corporation may then be engaged, and to acquire, take over and dispose of any or all of the stock, goodwill or assets of any corporation, association, partnership, trust, syndicate, combination, organization of firm.

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4. To borrow money for any of the purposes of this corporation and to issue bonds, debentures, notes and other obligations therefore and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, either real, personal or mixed, or to issue bonds, debentures, debenture stocks, notes or other obligations without any such security.

5. To manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description and to hold, own, use sell and otherwise dispose of, trade in and deal in and with the same.

6. To engage in business or businesses related to the purpose of this corporation whether such business or businesses are to be located in the State of Ohio or elsewhere in the United States or in any foreign country not restricted for such purpose by the government of the United States of America.

7. To carry on any other business which the corporation may deem convenient for the accomplishment of the purposes of this company.

8. In general, to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Ohio or by the United State of America.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is five hundred (500) common shares without par value.

FIFTH: The amount of capital with which the corporation will begin business shall be at least Five Hundred Dollars ($500.00).

SIXTH: A director or officer of the corporation shall not be disqualified from dealing or contracting with the corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or other act of the corporation be void or voidable or in any way affected or invalidated by reason that any director or officer is in any way interested in such transaction,

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contract or other act, provided that such director, officer, firm or corporation so interested shall be disclosed to or shall be known to the board of directors at which action upon any such transaction, contract or other act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect to any such transaction, contract or other act of the corporation or for any gains or profits realized by him/her by reason of the fact that he/she or any firm of which he/she is a member or any corporation of which he/she is a shareholder, director or officer is interested in such transaction, contract or other act; and any such director may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorized or take action in respect to any such transaction, contract or other act, and may vote thereat to authorize, ratify or approve any such transaction, contract or other act, with like force and effect as if he/she or any firm of which he/she is a shareholder, director or officer were not interested in such transaction, contract or act.

SEVENTH: Notwithstanding any provisions of the Ohio Revised Code now or hereafter in force required for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two thirds (2/3), or any other proportion of the voting power of the association or any class or classes of shares thereof, such action, unless otherwise expressly required by statute or by these Articles of Incorporation, may be taken by the vote, consent, waiver or release or the holders of shares entitling them to exercise a majority of the voting power of the association or of such class or classes.

EIGHTH: The corporation shall be authorized and empowered to effect a consolidation or merger, or sale of all or substantially al of its assets, or a dissolution by the affirmative vote of the holders of record of a majority of all the outstanding shares of stock of the corporation entitled to vote on any such proposed action. Whenever under the laws of the State of Ohio, action is authorized or required to be taken by the shareholders of the corporation, such action shall be effected by the vote, consent or authorization of the holders of shares entitling them to exercise a majority of the voting power of the corporation unless a greater proportion of votes is expressly required for any particular action by the laws of the State of Ohio.

NINTH: Any and every statute of the State of Ohio hereafter enacted whereby the rights, powers or privileges of corporations or of the shareholders of corporations organized under the laws of the State of Ohio are increased or diminished or in any way affected, or whereby effect is given to the action taken by any number less than all of the shareholders of any such

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corporation, shall apply to the corporation and shall be binding not only upon the corporation, but upon every shareholder of the corporation, to the same extent as if such statutes had been in force at the date of filing these original Articles of Incorporation in the office of the Secretary of State.

TENTH: The director(s) of the corporation may adopt regulations for the corporation.

ELEVENTH: The corporation shall indemnify a director officer, employee, agent or attorney or a former director, officer, employment agent or attorney for or of the corporation or any person who may have served at its request as director or officer of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceedings to which he/she is made a party in any action, suit or proceedings to which he/she is made a party by reason of being or having been such director or officer, and against all judgments which may be rendered against him/her, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty

Such indemnification shall not be deemed exclusive of any rights to which he/she may become entitled under the Articles, the regulations, any agreement, vote of shareholders or otherwise.

TWELFTH: The Articles of Incorporation may be amended at any time by a vote of the majority of the directors without shareholder approval to the extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name(s) this 5 th day of MARCH, 1999.

Michael A. Kane
Sole Incorporator

FROM :HAILBOXES ETC. 215 921 0204 1999-03-12 13:28 #532 P.02 02

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of hereby appoints MICHAEL A. KANE, a natural person resident of the county in which the corporation has its principal office, as the person on whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is:

MICHAEL A. KANE
3690 Winchell Road
Cleveland, Ohio 44122
[Cuyahoga County]

Michael A. Kane
Sole Incorporator

Cleveland, Ohio

Date: 3/2/, 1999

I hereby accept appointment as statutory agent of. upon whom process, tax notices or demands may be served.

Michael A. Kane
Statutory Agent

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	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	3/19/1999	199906700494	ARF DOMESTIC ARTICLES/FOR PROFIT		85.00	10.00	0.00	0.00	0.00
				TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
ADVANTAGE TECHNICAL SERVICES, INC.
ATTN M A KANE
3690 WINCHELL RD
CLEVELAND, OH 44122

----------cut along the dotted line----------

The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1066484

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ADVANTAGE TECHNICAL SERVICES, INC. and that said business records show the filing and recording of:

Document(s)	*Document No(s):*
DOMESTIC ARTICLES/FOR PROFIT	*199906700494*

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 15th day of March, A.D. 1999

J. Kenneth Blackwell
Secretary of State