



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/25/2002	200208400674	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

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

GAMBLE, HARTSHORN JOHNSON
ATTN: GINNY WITHERS
ONE EAST LIVINGSTON AVE
COLUMBUS, OH 43215-5700

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1308169

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

EXCEL STAFFING SERVICES OF ROCK HILL, INC.

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200208400674



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 22nd day of March, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

RECEIVED
SECRETARY OF STATE

ARTICLES OF INCORPORATION

2002 MAR 22 PM 12:30

OF

EXCEL STAFFING SERVICES OF ROCK HILL, INC. CLIENT SERVICE CENTER

The undersigned is a citizen of the United States, desiring to form a corporation for profit under the Ohio General Corporation Law, and does hereby certify:

FIRST: The name of the corporation shall be **EXCEL STAFFING SERVICES OF ROCK HILL, INC.**

SECOND: The place in Ohio where the principal office is to be located is the City of Columbus, Franklin County.

THIRD: The purpose for which it is formed is to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

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 \$500.00.

SIXTH: The board of directors may fix and determine, and vary, the amount of working capital of the corporation, determine whether any (and, if any, what part) of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the laws of the State of Ohio, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scripts, warrants, obligations, evidences of indebtedness of the corporation, to such extent or amount and in such manner and upon such terms as the board of directors shall deem expedient and without regard to any provisions which may now or hereafter be contained in the corporation's Articles of Incorporation with respect to the redemption of any class of shares at the option of the corporation.

SEVENTH: Every statute of the State of Ohio hereafter enacted, whereby rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state 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 at the date of the filing of these Articles of Incorporation.

EIGHTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer of such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such contract or transaction or act shall have been taken.

Any director may be counted in determining the existence of a quorum at any meeting of the board of directors at which action upon such contract or transaction or at shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interest in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

NINTH: Except as otherwise provided herein, every person who is or has been a director or officer of the corporation and his heirs and legal representatives are hereby indemnified by the corporation against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit, or proceeding to which he may be a party defendant or (2) any claim of liability asserted against him by reason of his being or having been a director or officer of the corporation. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself.

The corporation does not, however, indemnify any director or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of any corporation by (1) the court having jurisdiction of the action, suit or proceeding against such director or officer or of a suit involving his right to indemnification, or (2) a majority of those involved in such matter (whether or not such majority constitute a quorum), or, if there are not at least two directors of the corporation then in office, other than those involved in such matter, by a majority of a committee (selected by the board of directors) of three or more persons (not including any person involved in such matter) who are, to the extent possible, shareholders of the corporation, provided that such indemnity in case of a settlement shall not be allowed by such directors or committee unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the corporation, and is not a partner or professional associate of a director, officer, or employee of the corporation) that such settlement is reasonable in amount and in the interest of the corporation. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law.

Each person (including a director or officer of the corporation) who, at the request of the corporation, acts as a director or officer of any other corporation in which the corporation owns shares or of which it is a creditor, may, by action of the board of directors, be indemnified by the corporation to the same extent that directors and officers of the corporation are indemnified by this Article Ninth.

TENTH: Notwithstanding any provisions of any statute of the State of Ohio, now or hereafter in force, 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, any action may be taken by the 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, unless the proportion designated by such statute cannot be altered by these Articles.

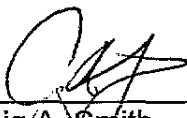
IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of March, 2002.



Craig A. Smith
Incorporator

ORIGINAL APPOINTMENT OF STATUTORY AGENT

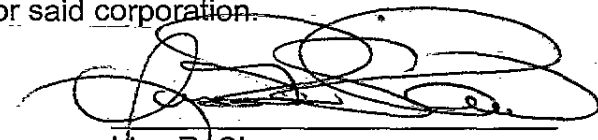
The undersigned, being the incorporator of **EXCEL STAFFING SERVICES OF ROCK HILL, INC.**, does hereby appoint Lisa R. Shaw, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Her complete address is 550 East Town Street, Columbus, Ohio 43215.



Craig A. Smith
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Lisa R. Shaw, named herein as the statutory agent for **EXCEL STAFFING SERVICES OF ROCK HILL, INC.**, hereby acknowledges and accepts the appointment of statutory agent for said corporation.



Lisa R. Shaw
Statutory Agent