

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/01/96

CHARTER NUMBER: 444780
ROLL AND FRAME: 5625-0615

05625-0615

CORPORATION:

MANAGEMENT RECRUITERS OF DAYTON, INC.

DOCUMENT NUMBER	CODE	FEE
96093032101	MER	50.00
96093032101	MIS	10.00

025679

RETURN TO: CHERNESKY, HEYMAN & KRESS
ATTN G D SOWAR
P O BOX 3808
DAYTON OH 45401-3808

TOTAL : 60.00

0183

05625-0010



The State of Ohio

Bob Taft

Secretary of State

444780

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: MER MIS

of:

MANAGEMENT RECRUITERS OF DAYTON, INC.

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

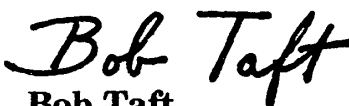
Recorded on Roll 5625 at Frame 0617 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 30TH day of SEP ,

A.D. 19 96 .




Bob Taft
Secretary of State

05625-0617 444780

Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved *RP*
 Date 9/30/96
 Fee 50 -

CERTIFICATE OF MERGER

96 093032101
eff. 10/1/96

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Management Recruiters of Dayton, Inc.

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete)

only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

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SEP 30 1996
SECRETARY OF STATE

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- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)

Name	State/Country of Organization	Type of Entity
<u>Noble Staffing Services, Inc.</u>	<u>Ohio, U.S.A.</u>	<u>Corporation</u>
_____	_____	<u>679188</u>
_____	_____	<u>(50)</u>
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Ralph E. Heyman</u>	<u>Suite 1100, 10 Courthouse Plaza, S.W.</u>
	(street and number)
	<u>Dayton, OH 45402</u>
	(city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On October 1, 1996 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

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V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

(complete street address)

(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

 Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

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IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

(city, village or township)

_____, Ohio _____
(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- | Name | Address |
|------|---------|
|------|---------|

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

05625-0622

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Noble Staffing Services, Inc.
exact name of entity

By: Jeffrey M. Noble
Jeffrey M. Noble
Its: President

Date: 9/25/96

Management Recruiters of Dayton, Inc.
exact name of entity

By: Gerald R. Kotler
Gerald R. Kotler
Its: President

Date: 9/25/96

Noble Staffing Services, Inc.
exact name of entity

By: Ralph E. Heyman
Ralph E. Heyman
Its: Assistant Secretary

Date: 9/25/96

Management Recruiters of Dayton, Inc.
exact name of entity

By: Ralph E. Heyman
Ralph E. Heyman
Its: Assistant Secretary

Date: 9/25/96

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If insufficient space for signature, a separate sheet should be attached containing such signatures)

05625-0623

CHERNESKY, HEYMAN & KRESS
ATTORNEYS AT LAW

10 COURTHOUSE PLAZA SW, SUITE 1100

P.O. BOX 3808

DAYTON, OHIO 45401-3808

513 449-2800

WRITER'S DIRECT DIAL

513 449-2811

FACSIMILE NUMBER

513/449-2821 11th floor

513/449-2834 10th floor

September 27, 1996

EXPEDITED SERVICE REQUESTED

Ohio Secretary of State
Corporations Division
14th Floor
30 E. Broad Street
Columbus, OH 43215

FEDERAL EXPRESS

RE: Merger of Noble Staffing Services, Inc.
into Management Recruiters of Dayton, Inc.
Charter No. 444780

Dear Sir or Madam:

Enclosed is an original Certificate of Merger to be filed on behalf of our above-referenced clients. Also enclosed is our check in the amount of \$60 in payment of the filing and expedited service fees. **PLEASE NOTE THAT WE HAVE REQUESTED THAT THE EFFECTIVE DATE OF THE MERGER BE OCTOBER 1, 1996.** Please file and return the date-stamped document, certificate and receipt to me in the enclosed return envelope.

If you have any comments or questions, please do not hesitate to contact me.

Very truly yours,

Gerard D. Sowar
Gerard D. Sowar

GDS:tlm:12157

Enclosures

c: Mr. Jeffrey M. Noble
Mr. Gerald R. Kotler
Mr. William I. Schoenfeld, CPA
Ralph E. Heyman, Esq.

C:\WPDOCS\GDS\WROD-MER.OSS

CORRESPONDENCE