

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/18/94

CHARTER NUMBER: 869396
ROLL AND FRAME: 9501-0112

CORPORATION:

ROSE TRAINING SYSTEMS, INC.

DOCUMENT NUMBER

CODE

FEE

940407538C1

ARF

85.00

086720

RETURN TO: SHAPIRO, TUROFF & BELKIN
ATTN: F D SHAPIRO
1200 STANDARD BLDG
CLEVELAND OH 44113-1760

0676



The State of Ohio

Bob Taft

Secretary of State

869396

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: ARF

of:

ROSE TRAINING SYSTEMS, INC.

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

Recorded on Roll 9501 at Frame 0114 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 7TH day of APRIL

A.D. 19 94 .



Bob Taft
Bob Taft
Secretary of State

APPROVED

By MHD

Date 2/1/01

Amount \$125.00

24040753801

ARTICLES OF INCORPORATION

OF

ROSE TRAINING SYSTEMS, INC.

The undersigned, 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 said corporation shall be
ROSE TRAINING SYSTEMS, INC.
- SECOND: The place in Ohio where its principal office is
to be located is in the City of Aurora in
Portage County, Ohio.
- THIRD: The purpose for which it is formed are:
- a. To develop and sell training programs
and courses for industry and to perform all
activities necessary, useful or convenient
to the operation of such enterprises.
 - b. To buy and/or sell at wholesale or retail
as principal or agent industrial products of all
kinds, and to perform all activities necessary,
useful or convenient to the operation of such
enterprises.
 - c. To engage in any lawful act or activity
for which corporation may be formed under
Sections 1701.07 and 1701.98, inclusive, of
the Ohio Revised Code.

d. Each purpose specified in any clause or paragraph contained in this Article Third shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

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

FIFTH: The Corporation is authorized to purchase its own shares.

SIXTH: The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto subscribed my name this

4TH day of APRIL, 1994.

Stephen Rose
Stephen Rose

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, that Stephen Rose, 772 Eggleston Road, Aurora, Ohio 44202, a natural person and resident of Portage County, being the County in which the principal office of ROSE TRAINING SYSTEMS, INC. is located, is hereby appointed as the person on whom process, tax notices and demands against ROSE TRAINING SYSTEMS, INC. may be served.

Stephen Rose
Stephen Rose

ROSE TRAINING SYSTEMS, INC.

Gentlemen:

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

Stephen Rose
Stephen Rose

SHAPIRO, TUROFF & BELKIN

ATTORNEYS AND COUNSELORS AT LAW

1200 STANDARD BUILDING

CLEVELAND, OHIO 44115-1700

FRED D. SHAPIRO, CO-LEADER

DANIEL C. TUROFF

ALAN J. BELKIN

EMILIA R. LUDWICK

EVELYN D. MOORE

AREA COUNCIL NO.

241-1000

FAX 214-0000

IRWIN BARNETT (1922-1973)

CORRESPONDENCE

March 5, 1974

Secretary of State
30 East Broad Street
14th Floor
Columbus, Ohio 43266-0418

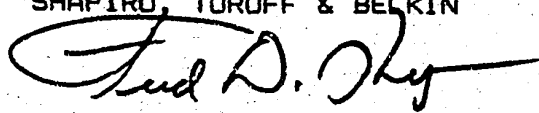
Re: Rose Training Systems, Inc.

Dear Sir:

We enclose at this time for approval and immediate filing Articles of Incorporation and original Appointment of Agent of the above-noted corporation, together with the \$85.00 filing fee. Please return pertinent documents to the undersigned as soon as possible.

Very truly yours,

SHAPIRO, TUROFF & BELKIN



Fred D. Shapiro

FDS/bal