

B689 876
RECEIPT AND CERTIFICATE **Nº 15275**
 CAREER CENTER OF CINCINNATI, INC.

NAME

297297

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION
 AMENDMENT
~~MERGER, CONSOLIDATION~~
 DISSOLUTION
 AGENT
 RE-STATEMENT
 CERTIFICATES OF CONTINUED
 EXISTENCE
 MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE
 AMENDMENT
 SURRENDER OF LICENSE
 APPOINTMENT OF AGENT
 CHANGE OF ADDRESS OF AGENT
 CHANGE OF PRINCIPAL OFFICE
 RE-STATEMENT
 FORM 7
 PENALTY

MISCELLANEOUS FILINGS

ANNEXATION/INCORPORATION—CITY
 OR VILLAGE
 RESERVATION OF CORPORATE NAMES
 REGISTRATION OF NAME
 REGISTRATION OF NAME RENEWALS
 REGISTRATION OF NAME CHANGE
 OF REGISTRANTS ADDRESS
 TRADE MARK
 TRADE MARK RENEWAL
 SERVICE MARK
 SERVICE MARK RENEWAL
 MARK OF OWNERSHIP
 MARK OF OWNERSHIP RENEWAL
 EQUIPMENT CONTRACT/CHATTEL
 MORTGAGE
 POWER OF ATTORNEY
 SERVICE OF PROCESS
 MISCELLANEOUS
 ASSIGNMENT—TRADE MARK, MARK
 OF OWNERSHIP, SERVICE MARK,
 REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secre-
 tary of State, at Columbus, Ohio, on the 17th day of July A. D. 1970, and
 recorded on Roll B689 at Frame 876 of the RECORDS OF INCORPORATION and MIS-
 CELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
 Secretary of State

Filed by and Returned To: Eiselein & Bolsinger
1708 First National Bank Bldg.
Cincinnati, Ohio 45202 ATT: Albert C. Eiselein, Jr.

FEE RECEIVED: \$ 25.00

NAME: CAREER CENTER OF CINCINNATI, INC.

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CERTIFICATE OF MERGER

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We, the undersigned, the President and Secretary of each constituent corporation as set opposite our respective names, do hereby certify that a Merger Agreement between Career Center of Cincinnati, Inc. and T. A. L. Corporation, a signed copy of which is attached hereto and incorporated herein by reference, was entered into on July 15, 1970; that such agreement was approved by the Board of Directors of Career Center of Cincinnati, Inc. at a special meeting held on July 15, 1970, for that purpose; that such agreement was approved by the Board of Directors of T. A. L. Corporation at a special meeting held on July 15, 1970, for that purpose; that such agreement was approved by unanimous consent of all the stock of the shareholder of Career Center of Cincinnati, Inc. at a special meeting held on July 15, 1970, for that purpose; that such agreement was approved by unanimous consent of all the stock of the shareholder of T. A. L. Corporation at a special meeting held on July 15, 1970, for that purpose; that such Merger Agreement provides that it shall be effective on July 31, 1970 or when this Certificate of Merger is filed with the Secretary of State, whichever is later.

Dated this 15th day of July, 1970.

CAREER CENTER OF CINCINNATI, INC.

by:

Robert J. Wick, President

by:

Jacqueline C. Wick, Secretary

T. A. L. CORPORATION

by:

Robert J. Wick, President

by:

Jacqueline C. Wick, Secretary

MERGER AGREEMENT

This agreement is made this 15th day of July, 1970, by and between Career Center of Cincinnati, Inc., an Ohio corporation, and T. A. L. Corporation, an Ohio corporation, said corporations being sometimes hereinafter collectively referred to as "the constituent corporations."

Whereas, the respective Boards of Directors of the constituent corporations deem it advisable that the constituent corporations be merged under the laws of the State of Ohio in the manner provided therefor pursuant to Section 1701.78 et seq. of the Ohio Revised Code;

Now, therefore, in consideration of the premises and the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions stated herein.

1. The constituent corporations hereby agree to merge into Career Center of Cincinnati, Inc., hereinafter sometimes referred to and designated as "the surviving corporation."

2. The name of the surviving corporation is Career Center of Cincinnati, Inc.

3. The place in Ohio where the principal office of the surviving corporation is located is Cincinnati, Ohio.

4. The purposes of the surviving corporation are:

To provide management consulting services; to recruit candidates for employment; to conduct market surveys and research; to assist and to counsel corporations, firms and individuals in employment and personnel matters; to assist and to counsel persons in finding employment; to engage in any business not expressly prohibited by law; and to do all things necessary or incidental thereto.

5. The authorized number of shares of the surviving

corporation is 1050 shares of no par common stock.

6. The amount of stated capital to be outstanding at the time the merger becomes effective is \$35,000.00.

7. The method of determining the earned surplus of the surviving corporation shall be the total of the earned surpluses of both corporations, but such amount shall not exceed the lesser of (a) the excess, if any, of the assets of the surviving corporation, taken at their fair value to the surviving corporation, over the sum of its liabilities, including liabilities derived from the constituent corporations or resulting from the merger, and stated capital and (b) the combined earned surplus of the constituent corporations diminished by any deficit of any constituent corporation.

8. The names and addresses of the first directors and officers of the surviving corporation are:

Directors

Robert J. Wick	3368 Central Parkway, Cincinnati, Ohio 45225
Jacqueline C. Wick	3368 Central Parkway, Cincinnati, Ohio 45225
Clarence O. Wick	3368 Central Parkway, Cincinnati, Ohio 45225

Officers

President:

Robert J. Wick 3368 Central Parkway, Cincinnati, Ohio 45225

Vice President:

Clarence O. Wick 3368 Central Parkway, Cincinnati, Ohio 45225

Secretary:

Jacqueline C. Wick 3368 Central Parkway, Cincinnati, Ohio 45225

Treasurer:

Jacqueline C. Wick 3368 Central Parkway, Cincinnati, Ohio 45225

9. The name and address of the statutory agent upon whom any process, notice, or demand against any constituent corporation or the surviving corporation may be served is Robert J. Wick, 6201 Margo Lane, Cincinnati, Ohio 45227.

10. The terms of the merger are that the stockholder

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of T. A. L. Corporation shall receive 24 shares of Career Center of Cincinnati, Inc. for his 100 shares of T. A. L. Corporation.

11. The regulations of the surviving corporations shall be the regulations of Career Center of Cincinnati, Inc.

12. The fair value of the assets to be owned by the surviving corporation shall be their book value as of the effective date of the merger.

13. The merger shall be effective on July 31, 1970 or the date the Certificate of Merger is filed with the Secretary of State, whichever is later.

IN WITNESS WHEREOF, the said parties have hereunto set their hands, this 15th day of July, 1970.

CAREER CENTER OF CINCINNATI, INC.

by: Robert J. Wick
Robert J. Wick, President

by: Jacqueline C. Wick
Jacqueline C. Wick, Secretary

T. A. L. CORPORATION

by: Robert J. Wick
Robert J. Wick, President

by: Jacqueline C. Wick
Jacqueline C. Wick, Secretary