

RECEIPT AND CERTIFICATE

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

No 8589

NAME

417228

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION
AMENDMENT
MERGER/CONSOLIDATION
DISSOLUTION
AGENT
RE-INSTATEMENT
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-INSTATEMENT
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, Secretary of State, at Columbus, Ohio, on the 4th day of November 71, and recorded on Roll B771 at Frame 762 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN
Secretary of State

Filed by and Returned To: Porter, McKinney & DuPuis

2012 Central Trust Tower

Cincinnati 45202 ATT: Daniel H. McKinney

FEE RECEIVED \$ 50.00

NAME: MANAGEMENT RECRUITERS OF CINCINNATI, INC.

269-55

B771 761

417228

Articles of Incorporation

- OF -

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

(Name of Corporation)

APPROVED
FOR FILING

Date

11-4-71

Amount

50

269-55

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

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

Cincinnati, Ohio

Hamilton

County

(City, Village or Township)

THIRD. The purposes for which it is formed are:

a. To carry on, whether as principal or agent, a general employment agency for the placement of managerial and executive personnel particularly, and generally for the placement of any other type of employee; to recruit, counsel and place job applicants; to acquire contracts to search for and place qualified individuals with contracting companies or individuals, and generally to seek employment for applicants; to hire and fire job counsellors; clerical, managerial and other types of employees to perform the various duties in such business; to enter into contractual franchise agreements with any company or person for the administration and operation of such business; and generally to do and perform such other acts as may be reasonably essential, necessary or convenient to the successful operation of such business.

b. To acquire by purchase, lease, exchange or otherwise, to own, hold, use, manage, develop, plat, improve and to sell, lease, mortgage, exchange and otherwise deal in, real estate and any interest or right therein either for its own account or for the account of others; to erect, construct, rebuild, repair, manage and control, lease buy, and sell, any and all kinds of buildings, factories, shops, warehouses, offices, houses, apartment buildings and structures; and to engage generally in the business of or operating and leasing real estate of every character and description.

c. To manufacture, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property of every class and description.

d. To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, sell, and otherwise deal in personal property and real property of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

e. To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge or otherwise dispose of, any and all inventions, devices, processes and any.

improvements and modifications thereof applicable to the employment agency, executive search, employee counselling or similar businesses; and all letters patent of the United States or of any other country, state, territory or locality; and all rights connected therewith or pertaining thereto; any and all copyrights granted by the United States or any other country, state, territory or locality; and any and all trade marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.

f. To sell, assign, pledge, hypothecate, advertise and/or market any and all products of any sort whatsoever manufactured, factored, or processed by it.

g. To do all such further acts as are necessary and convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.

h. Each purpose specified in any of the foregoing clauses or paragraphs 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.

R771 763

FOURTH. The number of shares which the corporation is authorized to have outstanding is

Five Hundred (500) shares common, no par.

FIFTH. The amount of stated capital with which the corporation shall begin business is

Five Hundred-----Dollars (\$ 500.00)

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 2nd day
of November, 1971.

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

(Name of Corporation)

Daniel H. McKinney

Daniel H. McKinney

Richard H. Johnson

Richard H. Johnson

Ruby Osborne

Ruby Osborne

INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES

N.B. Articles will be returned unless accompanied by form designating statutory agent. See Section 1701.03
Revised Code of Ohio

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of

(Name of Corporation)

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

hereby appoint

Daniel H. McKinney

(Name of Agent)

a natural person resident in the county in which the corporation has its principal office, ~~a corporation~~
~~having a business address in the county in which~~

(Name of Corporation)

~~has its principal office (to be set out where not applicable)~~, upon whom ~~(which)~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His ~~(its)~~

complete address is 2012 Central Trust Tower

(Street or Avenue)

Cincinnati

(City or Village)

Hamilton

County, Ohio

45202

(Zip Code)

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

(Name of Corporation)

Daniel H. McKinney

Richard H. Johnson

Ruby Osborne

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cincinnati,

Ohio

November 2

1971

MANAGEMENT RECRUITERS OF CINCINNATI, INC.

(Name of Corporation)

Gentlemen: I, ~~(to be set out where not applicable)~~ hereby accept ~~(the)~~ appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Daniel H. McKinney

(Signature of Agent or Name of Corporation)

By

(Signature of Officer Signing and Title)

REMARK: All articles of incorporation must be accompanied by an original appointment of agent. There is no filing fee for this appointment.