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Number 187763

Form A-1

Articles of Incorporation

—OF—

THE UNIVERSAL EMPLOYMENT

COMPANY

C118 529

Filed in the office of the Secretary of State,

at Columbus, Ohio, on the 28th day of

July 1934 and recorded

in Volume 486 Page 24

of the Records of Incorporation

Secretary of State

REMARKS

Articles of Incorporation must be subscribed by at least three persons, a majority of whom must be citizens of the United States. They may be acknowledged before any notary public who is authorized to take acknowledgments of such documents.

FOR RECORDS, P.S.C. § 176,

As Amended in 114 Ohio Laws, page 803

Sec. 8623-3. A corporation for profit may be formed hereunder for any purpose or purposes, other than for carrying on the practice of any profession, for which natural persons lawfully may associate themselves, provided that where the General Code makes special provision for the filing of articles of incorporation of designated classes of corporations, such corporations shall be formed under such provisions and not hereunder. Corporations for the erection, owning and conducting of sanitariums for receiving and caring for patients, their medical and hygienic treatment and instruction of nurses in the treatment of disease and of hygiene shall not be deemed to be forbidden hereby.

Sec. 8623-4. Any number of natural persons, not less than three, a majority of whom are citizens of the United States, may become a corporation, by subscribing, acknowledging and filing in the office of the secretary of state articles of incorporation, hereinafter called articles, setting forth:

1. The name of the corporation, which may begin with the word "the" and shall end with or include "company," "co.," "corporation," "incorporated" or "inc.," except as otherwise provided by law.
2. The place in this state where the principal office of the corporation is to be located.
3. The purpose or purposes for which it is formed.
4. The maximum number and the par value of shares with par value, and the maximum number of shares without par value which the corporation is authorized to have outstanding; and if the shares are to be classified—
 - (a) the designation of each class, the number and par value, if any, of the shares of each class and, if desired, of the series of any class; and
 - (b) the express terms and provisions of the shares of each class.

"Express terms and provisions," as used in this act, shall mean any dividend rates, preferences, conversion rights, voting rights, pre-emptive rights, rights in stated capital, option rights, participation rights, redemption rights, which may be at the option of the shareholders or of the corporation or at a specified time or in a specified event, amounts payable on redemption of shares (hereinafter sometimes designated "redemption price"), amounts payable on shares of any class upon dissolution, liquidation, consolidation, merger, or sale of entire assets of the corporation (hereinafter sometimes designated "liquidation price"), right of alteration of express terms and provisions and any other relative rights of shareholders, or any restrictions or qualifications of the rights of the holders of shares of any class, which are expressed in the articles.

In lieu of stating the dividend rate, redemption price, or liquidation price of shares of any class, or the series of any class of shares, or the number of shares constituting any series, the articles may authorize the board of directors of the corporation, at one time or from time to time, within the limitations and restrictions stated therein, to fix or alter such dividend rate, redemption price, or liquidation price, or the series or the number of shares constituting any series, or any of them, in respect of shares then unissued or in the treasury of the corporation, by adopting an amendment to the articles, which amendment shall be filed in the office of the secretary of state before the issuance of any such shares, or the disposal of treasury shares on terms so fixed or altered.

5. The amount of capital with which the corporation will begin business, which shall be not less than five hundred dollars.

6. If desired, the amount of consideration for which subscriptions to shares without par value may be received by the incorporators, and the valuation of any consideration to be received for shares either with or without par value proposed to be presently issued.

7. Any lawful provisions which may be desired for the purpose of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors or of the shareholders or of any class of shareholders, or for the purpose of creating and defining rights and privileges of the shareholders among themselves. Any provision authorized to be made in the regulations of a corporation may, if desired, be made in its articles.

If the corporation is for a purpose which includes the construction of a steam or electric railroad in more than one county or state, the articles shall also set forth its term and the counties in this state into or through which it or its branches will pass.

A written appointment of an agent upon whom process, tax notices and demands against such corporation may be served so hereinafter provided shall be filed with the articles.

Personally appeared before me, the undersigned, a Notary Public, in and for said county, this 27th day of July, 1934, the above named EMERSON H. MASON, and Harold Capeland, who each severally acknowledged the signing of the foregoing articles of incorporation to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

FRANK P. ANZILLOTTI, Notary Public.
MY COMMISSION EXPIRES APR. 1, 1935.