



State of Ohio
Department of State

F0426-0758

Sherrod Brown
Secretary of State

Date 4/05/84

Number 629445

Receipt No. 58015

F426-0758 0252

Received of
or filed by FLEX-TEMP EMPLOYMENT SERVICES, INC.

The sum of \$ 35.00 for filing AMA CHN of

FLEX-TEMP EMPLOYMENT SERVICES, INC. FORMERLY NORTH COAST TEMPORARIES, INC.

Returned to:

58015
FLEX-TEMP EMPLOYMENT SERVICES, INC.
29 BROWNFIELD, BALLY ET
140 E. TOWN ST.
COLUMBUS, OH 43215

RECEIPT

AMA \$ 35.00
CHN

Name:

FLEX-TEMP EMPLOYMENT SERVICES, INC. FORMERLY NORTH COAST TEMPORARIES, INC.

Total Fee: \$ 35.00



Department of State

F0426-0759

The State of Ohio**Sherrod Brown**

Secretary of State

629445

 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: AMA CHN

of:

FLEX-TEMP EMPLOYMENT SERVICES, INC. FORMERLY NORTH COAST TEMPORARIES, INC.

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

Recorded on Roll F426 at Frame 0760 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 22ND day of MARCH,

A.D. 1984.**Sherrod Brown**

Secretary of State

F0426-0760

629445

BCH

3/22/84

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CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
NORTH COAST TEMPORARIES, INC.

The undersigned, being the sole incorporator of North Coast Temporaries, Inc., an Ohio corporation, does hereby certify:

That on the 1st day of March, 1984, Articles of Incorporation were filed by him in the office of the Secretary of State and recorded on Roll F405 at Frame 1666 of the Records of Incorporation and Miscellaneous Filings in said office;

That the sole incorporator, in writing, adopted the Amended Articles of Incorporation attached hereto and made a part hereof and they are to supersede and take the place of the existing Articles and all amendments thereto.

That the basis of the adoption of this amendment is that subscriptions to shares of said corporation have not been received by the incorporator in such amount that the stated capital of such shares is at least equal to the stated capital set forth in the Articles as that with which the corporation will begin business.

IN WITNESS WHEREOF, I have hereunto signed my name this 22nd day of March, 1984.



William H. Arnold, Incorporator

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AMENDED ARTICLES OF INCORPORATION
OF
FLEX-TEMP EMPLOYMENT SERVICES, INC.

First: The name of said corporation shall be Flex-Temp Employment Services, Inc.

Second: The place in Ohio where its principal office is to be located is in Sanousky, Erie County, Ohio.

Third: The purpose for which it is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio

Fourth: The number of shares which the corporation is authorized to have issued and outstanding is seven hundred and fifty (750) shares, all of which shall be common stock without par value.

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

Sixth: A director or officer of the corporation shall not be disqualified from his office by dealing or contracting with the corporation as, a vendor, purchaser, employee, agent, or otherwise. No transaction, contract, or other act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any partnership, firm, corporation, or trust in which such director or officer is a partner, member, shareholder, employee, director, officer, beneficiary, or trustee, is in any way interested in such transaction, contract, or other act, provided that the fact that such director, officer, partnership, firm, corporation, or trust is so interested shall be disclosed or shall be known to the board of directors or a majority of such members thereof as shall be present at any meeting of the board of directors, or any committee of directors having the powers of the full board of directors, at which action upon any such transaction, contract, or other act shall be taken. No such director or officer shall be accountable or responsible to the corporation for or in respect of any such transaction, contract, or other act of the corporation or for any gains or profits realized by him by reason of the fact that he or any partnership, firm, corporation, or trust of which he is a shareholder, member, director, partner, employee, officer, beneficiary, or trustee is interested in such transaction, contract, or other act. Any such director may be counted in determining the existence of a quorum at any meeting

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of the board of directors of the corporation which shall authorize or take action in respect of any such transaction, contract, or other act, and may vote thereat to authorize, ratify, or approve any such transaction, contract, or other act with like force and effect as if he or any partnership, corporation, or trust of which he is a partner, member, employee, shareholder, director, officer, beneficiary, or trustee were not interested in such transaction, contract, or other act.

Seventh: The corporation may purchase, from time to time and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale in such manner and amounts from such holder or holders of outstanding stock of the corporation and at such prices as the board of directors of the corporation shall from time to time determine, and the board of directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

Eighth: Except as otherwise provided herein, every person who is or has been a director or officer of the corporation and his heirs and legal representatives are hereby indemnified by the corporation against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (i) any action, suit, or proceeding to which he may be a party defendant, or (ii) any claim of liability asserted against him by reason of his being or having been a director or officer of the corporation. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself. The corporation does not, however, indemnify any director or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of the corporation by (i) the court having jurisdiction of the action, suit or proceedings against such director or officer or of a suit involving his right to indemnification, or (ii) a majority of the directors of the corporation then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least two (2) directors of the corporation then in office, other than those involved in such matter, by a majority of a committee (selected by the board of directors) of three (3) or more shareholders of the corporation who are not directors or officers, provided that such indemnity in case of a settlement shall not be allowed by such director or committee of share-

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holders unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the corporation, and is not a partner or professional associate of a director, officer, or employee of the corporation) that such settlement is reasonable in amount and in the best interests of the corporation. The foregoing right of indemnification shall be in addition to all rights to which any director or officer may be entitled as a matter of law.

Ninth: Notwithstanding any provisions of the laws of the state of Ohio now or hereafter in force requiring for any purpose the vote of the holders of shares entitling them to exercise two-thirds (2/3), or any other proportion, of the voting power of the corporation or of any class or classes of shares thereof, such action unless otherwise expressly required by statute may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation and any amendments thereto.

Flex-Temp Employment
Services, Inc.
Brownfield, Bakky + Goodman
140 E. Tower 425-0764
Columbus, Ohio 43215