DOC ID ----> G509_1764

State of Ohio
Department of State

Date 11/29/88

G0509-1761

Number 737170

Sherrod Brown
Secretary of State

Receipt No. 39044

G509-1764 0237

Received of SANTEN, SHAFFER & HUGHES
or filed by _____

The sum of $ 85.00 for filing ARF MIS of

PRESTIGE TECHNICAL SERVICES, INC.

Returned to: 39044

SANTEN, SHAFFER & HUGHES
ATT: K. W. CRANE
105 E. FOURTH ST., #1800
CINCINNATI, OH 45202-4080

RECEIPT

Name:
PRESTIGE TECHNICAL SERVICES, INC.

ARF $ 75.00
MIS 10.00

Total Fee: $ 85.00

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G0509-1765

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

737170

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 MIS

of:

PRESTIGE TECHNICAL SERVICES, INC.

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

Recorded on Roll G509 at Frame 1766 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 28TH **day of** NOV ,

A.D. 19 88 .

Sherrod Brown

Sherrod Brown
Secretary of State

SEC 0072

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G0509-1764

APPROVED
By KM
Date 11-22-77
Amount $75.00

ARTICLES OF INCORPORATION
OF
PRESTIGE TECHNICAL SERVICES, INC.

The undersigned, desiring to form a corporation for profit under the provisions of Title XVII, of the Revised Code of Ohio, hereby certifies:

FIRST: The name of the corporation shall be Prestige Technical Services, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of West Chester, County of Butler.

THIRD: The purpose for which it is formed is:

To carry on or undertake any business, activities, or transactions in the State of Ohio, in any other State of the United States, or in any foreign country, which a corporation may lawfully carry on or undertake under the General Corporation Law of Ohio and under the laws of such other state or foreign country.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 750, all of which shall be common shares without par value.

Said shares may be issued pursuant to subscriptions taken by the incorporator, for such amount of consideration as may be specified by the incorporator, and after organization, shares without par value now or hereafter authorized, may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same time or different times, and may determine that only a part or portion of the amount or amounts of a consideration for which as fixed by the incorporator, or by the Board of Directors, has been paid or delivered, shall be fully paid and nonassessable.

The above stock is being authorized and shall be issued so as to qualify such stock under the provisions of present Section 1244 of the Internal Revenue Code of 1986, and shall be offered and sold at an aggregate price not to exceed One Million Dollars ($1,000,000.00). All such qualifying provisions of said section shall be applicable.

FIFTH: The amount of capital with which the corporation will begin business is $500.00.

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SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of stated capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation or other securities of the corporation, to such extent or amount, and in such manner and upon such terms, as the Board of Directors shall deem expedient.

SEVENTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to purchase or subscribe for, securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may determine.

EIGHTH: Notwithstanding any provisions of the Revised Code of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds 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 the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

NINTH: The corporation shall, to the fullest extent permitted by law, indemnify any and all incorporators, officers and directors of the corporation, and may, in the discretion of the Board of Directors of the corporation, indemnify any and all other persons whom it shall have the power to indemnify, from and against all expense, liabilities and other matters.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22 day of November, 1988.

Gary Klussman, Incorporator

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ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, That on this 22nd day of November, 1988, Gary Klussman of 7816 Stephen Street, Maineville, Butler County, Ohio 45039, is hereby appointed as the person on whom process, tax notices and demands against said Prestige Technical Services, Inc. may be served.

PRESTIGE TECHNICAL SERVICES, INC.

By _____
Gary Klussman, Incorporator

Prestige Technical Services, Inc.
7816 Stephen Street
Maineville, Ohio 45039
November 22, 1988.

Gentlemen:

I hereby accept the appointment as the representative of your company upon whom process, tax notices or demands may be served.

_____
Gary Klussman, Agent

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SANTEN, SHAFFER & HUGHES

A LEGAL PROFESSIONAL ASSOCIATION

SUITE 1800

105 EAST FOURTH STREET

CINCINNATI, OHIO 45202-4080

TELECOPIER (513) 241-4422

TELEPHONE (513) 721-5541

HERMAN A. SANTEN, DECEASED
WILLIAM F. SANTEN
WILLIAM D. SHAFFER, JR.
HARRY D. SANTEN
KENNETH R. HUGHES
FRANKLIN A. BLAINE, JR.
WILLIAM D. SINGER
DONALD L. WILEY
GARY R. HOFFMANN
GREGORY J. MEURER
CHARLES M. MEYER**
RICHARD B. DUSTERBERG
KATHY A. BEACOCK
CHARLES E. REYNOLDS

ROBERT J. GEISKING*
JOHN D. HOLSCHUH, JR.
JAMES R. WEINSCHENK
RICHARD C. MCLEE
LAURA L. WARTNER
JAMES D. MINIZZO
WILLIAM E. SANTEN, JR.
MARIANNE E. SCOTT
JAMES M. COOMBS
PAMELA J. SEARS
WILLIAM T. EARLS, JR.
M. MARK ADDY
CAROLE J. KELLERMAN

*ALSO ADMITTED IN KENTUCKY
**ALSO ADMITTED IN FLORIDA

KENWOOD/MONTGOMERY OFFICE
9457 MONTGOMERY ROAD
CINCINNATI, OHIO 45242
(513) 791-9500

November 22, 1988

Secretary of State of Ohio
State Office Tower
30 E. Broad Street
Columbus, OH 43216

Dear Sir:

Enclosed please find Articles of Incorporation submitted for Prestige Technical Services, Inc. for filing with your office. A check in the amount of $75.00 has been enclosed to cover the filing fee.

I would appreciate prompt notification of the filing of the enclosed. In the meantime, if you have any questions please do not hesitate to call.

Yours very truly,

SANTEN, SHAFFER & HUGHES

RECEIVED
DOWN

Karen W. Crane
Corporate Paralegal

KWC/bav
Enclosures
M13/28