



State of Ohio
Department of State

Date 12/28/90

H0027-1243

Sherrod Brown
Secretary of State

Number 444780

Receipt No. 49166
H027-1243 0126

Received of CHERNESKY, HEYMAN & KRESS
or filed by _____

The sum of \$ 36.40 for filing AMD INC _____ of
MANAGEMENT RECRUITERS OF DAYTON, INC.

Returned to: 49166
CHERNESKY, HEYMAN & KRESS
ATT: P.H. SPITZ
P.O. BOX 3808
DAYTON, OH 45401-3808

RECEIPT

AMD \$ 36.40
INC _____

Total Fee: \$ 36.40

Name: MANAGEMENT RECRUITERS OF DAYTON, INC.
SEC 6001

H027-1244



Department of State

The State of Ohio**Sherrod Brown**

Secretary of State

444780

 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: AMD INC

of:

MANAGEMENT RECRUITERS OF DAYTON, INC.

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

Recorded on Roll H027 at Frame 1245 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 6TH day of DEC,
A.D. 1990.



Sherrod Brown
Sherrod Brown
Secretary of State

H027-1245

444780
12-6-90
36.40

CERTIFICATE OF ADOPTION
OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF
MANAGEMENT RECRUITERS OF DAYTON, INC.

JOEL L. NOBLE, President, and ELAINE NOBLE, Secretary, of MANAGEMENT RECRUITERS OF DAYTON, INC., an Ohio corporation (the "Corporation"), with its principal office located in the City of Dayton, Montgomery County, Ohio, certify that the following resolution was duly adopted, pursuant to Section 1701.54 of the Ohio Revised Code, by unanimous written consent of the shareholders of the Corporation, dated December 5th, 1990:

NOW, THEREFORE, BE IT RESOLVED, that effective upon filing with the Ohio Secretary of State, Article FOURTH of the Articles of Incorporation of the Corporation be, and it hereby is, amended in its entirety to read as follows:

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Five Hundred Fourteen (514) Shares without par value.

IN WITNESS WHEREOF, Joel L. Noble, President, and Elaine Noble, Secretary, of Management Recruiters of Dayton, Inc., acting for and on behalf of the Corporation, have hereunto subscribed their names this 5th day of December, 1990.

Joel L. Noble
Joel L. Noble
President

Elaine C. Noble
Elaine Noble
Secretary

19027-1246

CHERNESKY, HEYMAN & KRESS

ATTORNEYS AT LAW

10 COURTHOUSE PLAZA SW. SUITE 1100

P.O. BOX 3808

DAYTON, OHIO 45401-3808

513 449-2800

WRITER'S DIRECT DIAL

449-2819

FACSIMILE NUMBER

513/449 2821

December 5, 1990

Ohio Secretary of State
Corporations Division
14th Floor
State Office Tower
30 E. Broad Street
Columbus, OH 43215

RE: Management Recruiters of Dayton,
Inc. -- Certificate of Adoption of
Amendment to Articles of Incorporation

Ladies and Gentlemen:

Please find enclosed for filing a Certificate of Adoption of Amendment to Articles of Incorporation of Management Recruiters of Dayton, Inc., charter number 444780, together with a check in the amount of \$36.40, to cover the filing fee.

Please acknowledge receipt of the foregoing by date-stamping the enclosed copy of the Certificate and returning it to me in the enclosed self-addressed stamped envelope.

Very truly yours,



Paul H. Spitz

PHS:tlm

Enclosures

JK