

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/10/92

CORPORATION:

SPECTRUM STAFF MANAGEMENT, INC.

CHARTER NUMBER: 932937
ROLL AND FRAME: 4495-1868

HC485-1868

DOCUMENT NUMBER

CODE

FEE

92120746001

ARF

75.00

044541

RETURN TO: BROUSE & MCDOWELL
ATTN D F RAYNOR
500 FIRST NATIONAL TWR
AKRON OH 44308-1471

0109



The State of Ohio

Bob Taft

Secretary of State

832837

❖ Certificate ❖

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Fillings; that said records show the filing and recording of: ARF

of:

SPECTRUM STAFF MANAGEMENT, INC.

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

Recorded on Roll H485 at Fraiae 1870 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 7TH day of DEC

A.D. 1992



Bob Taft
Bob Taft
Secretary of State

HC485-1879

ARTICLES OF INCORPORATION
OF
SPECTRUM STAFF MANAGEMENT, INC.

An Ohio Corporation

APPROVED

W. M. M. M.

DATE 10/1/79

BY J. J. J. J.

10/1/79

The undersigned, a citizen of the United States, desiring to form a corporation for profit under Chapter 1701 of the Ohio Revised Code, does hereby certify:

I. NAME

The name of this corporation shall be:

Spectrum Staff Management, Inc.

II. PRINCIPAL OFFICE

The place in Ohio where its principal office is to be located is the Village of Sugarcreek, County of Tuscarawas, State of Ohio.

III. PURPOSE

The purposes for which it is formed is to engage in any lawful business, contract or undertaking for which corporations formed under Chapter 1701 of the Ohio Revised Code may engage and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

IV. AUTHORIZED STOCK

The number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750) common shares without par value.

V. LIMITATION OF AUTHORITY

The authority of the corporation, its shareholders and directors, are subject to the following:

(a) The corporation may wind up its affairs and dissolve pursuant to a resolution adopted at a meeting of shareholders called for such purpose, by the affirmative vote of the holders of record of shares entitling them to exercise the majority of the voting power of the corporation.

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(b) The corporation may purchase its shares, regardless of class, from time to time, to such extent, in such manner, and upon such terms as its Board of Directors shall determine; provided, however, that the corporation shall not purchase any of its shares if, after such purchase, its assets would be less than its liabilities plus stated capital; and

(c) No holder of shares of the corporation shall be entitled, as a matter of right, to exercise any preemptive rights, to subscribe for or purchase shares of any class now or hereafter authorized which are 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 to subscribe or purchase at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may approve and authorize.

VI. DEALING WITH DIRECTOR

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; and any transaction, contract, or act of the corporation shall not be void or voidable or be in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or act shall be taken; and any such director or officer shall not be held accountable or responsible to the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

VII. INDEMNIFICATION

Section 1. Scope:

Every person who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, regardless of whether the action is by or in the right of the corporation, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to the General Corporation Laws

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of Ohio, against all expenses, liabilities, and losses (including without limitation attorneys' fees, judgements, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by law, agreement, vote of shareholders, provision of law, or otherwise, as well as their rights under this Article.

Section 2. Indemnification Plan:

The Board of Directors may, from time to time, adopt an Indemnification Plan implementing the rights granted in Section 1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 1 shall be exercised.

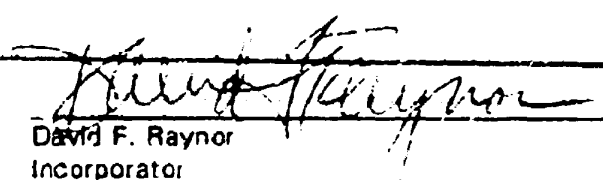
Section 3. Insurance:

The Board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

VIII. AMENDMENT OF ARTICLES

Those Articles of Incorporation, or any part thereof, may be amended, altered, changed or repealed by the affirmative vote of the holders of the majority of each class of shares entitled to vote thereon at a meeting of the shareholders of the corporation called for such purpose.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 30th day of October, 1992.


David F. Raynor
Incorporator

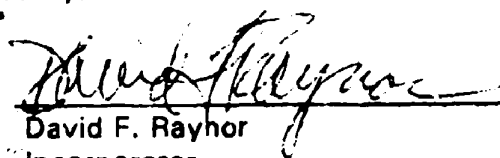
H485-1573

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of Spectrum Staff Management, Inc., hereby appoints Gregory Hochstetter to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

PO Box 101 223 Yoder Avenue
Sugarcreek, ~~Holmes~~ Holmes County, Ohio 44681
~~Sugarcreek~~


David F. Raynor
Incorporator

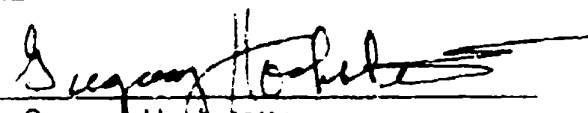
Dated: October 30, 1992

ACCEPTANCE OF APPOINTMENT

To: Spectrum Staff Management, Inc. October 30, 1992

Gentlemen:

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


Gregory Hochstetter

BROUSE & H485-187#
McDOWELL
A LEGAL PROFESSIONAL ASSOCIATION

WORLDWIDE NATIONAL TOPICS AKRON OHIO 44308-1471 AKRON 216-335-5711 CLEVELAND 216-694-4020 FAX 216-241-8601 8002

DAVID F. RAYNOR

December 3, 1992

Secretary of State of Ohio
Corporations Division
State Office Tower
14th Floor
Columbus, Ohio 43266-0418

Gentlemen:

Enclosed for filing are the Articles of Incorporation and Original Appointment of Statutory Agent for Spectrum Staff Management, Inc. Also enclosed is a check for \$75.00 to cover the filing fee.

Please return the enclosed documents to the undersigned.

If there are any questions or problems, please contact the undersigned.

Very truly yours,


David F. Raynor

DFR:cjh
Enclosures