

F95000005243

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
800-343-8226

ACCOUNT NO. : 072100000032

REFERENCE : 717726 86901M

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : October 26, 1995

ORDER TIME : 10:34 AM

ORDER NO. : 717726

CUSTOMER NO: 86901M

CUSTOMER: Ms. Patty Cosentino  
Prentice Hall Legal &  
33north Lasalle Street  
Suite 1925  
Chicago, IL 60602

900001621159  
-10/26/95--01062--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FOREIGN FILINGS

NAME: RESOURCE ALTERNATIVES, INC.

XX PROFIT  
NON-PROFIT

CORPORATE  
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED  
95 OCT 26 PM 3:20  
FILE  
95 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. RESOURCE ALTERNATIVES, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Illinois 3. 36-3991704  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 12, 1995 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 600 Enterprise Drive, Suite 120  
Oak Brook, IL 60521  
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized in Illinois  
and permitted under the Florida Corporation Act, including but not limited to, providing  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) human resource management services.

## 9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

, Florida,

(Zip Code)

## 10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Patricia Cosentino int. Secretary  
(Registered agent's signature)  
Patricia Cosentino, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert G. Hershenhorn  
Address: 2408 Elmwood Road  
Wilmette, IL 60091

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Robert E. Carzoli  
Address: 600 Enterprise Drive, Suite 120  
Oak Brook, IL 60521

Director: Richard L. Fidler  
Address: 600 Enterprise Drive, Suite 120  
Oak Brook, IL 60521

B. OFFICERS

SEE ATTACHMENT HERETO

President: \_\_\_\_\_  
Address: \_\_\_\_\_


Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Gerald J. Walsh - Vice President, Operations  
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT IN BUSINESS IN FLORIDA

12.B. Officers

<u>Name</u>	<u>Title</u>
✓ Robert G. Hershenhorn	Chairman of the Board
✓ Robert E. Carzoli	President / Chief Operating Officer
* Gerald J. Walsh, Jr.	Vice President, Operations / Chief Financial Officer / Secretary / Treasurer.
✓ Richard L. Fidler	<i>600 Enterprise Rd. # 120, Oak Brook Ill 60521</i> Vice President / Assistant Secretary
Bruce A. Fox	Assistant Secretary <i>203 N. LaSalle St. Chicago Ill 60601</i>

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95 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Secretary**

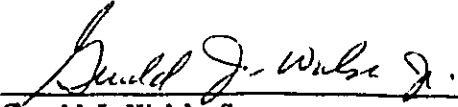
**of**

**Resource Alternatives, Inc., an Illinois corporation**

The undersigned hereby certifies that he is the Secretary of Resource Alternatives, Inc., an Illinois corporation (the "Corporation"), and as such officer he is familiar with the Corporation's properties, affairs, records and seal. The undersigned does further certify as follows:

(a) Attached hereto and marked as Exhibit A is a full, true and correct copy of the Resolutions adopted by the Board of Directors of the Corporation, dated October 16, 1995, and that except as attached hereto said Resolutions have not been amended, altered or rescinded but are still in force and effect as of the date hereof.

**IN WITNESS WHEREOF**, the undersigned has hereunto executed this Certificate as Secretary of **Resource Alternatives, Inc.**, an Illinois corporation, on this 16th day of October, 1995.

  
Gerald J. Walsh, Secretary

**FILED**  
95 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

See attached.

**FILED**  
95 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the Corporation proposes to transact business in certain states outside of Illinois (its state of incorporation); and

WHEREAS, it has been deemed necessary to qualify to transact business in those certain states including, but not limited to, the state of Florida; and

WHEREAS, the undersigned members of the Board of Directors of this Corporation have been advised that the name of their Corporation is not available for corporate use in the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation adopt the fictitious name HUMESCO, INC. to transact business in the State of Florida pursuant to Section 607.311, Florida General Corporation Act.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida General Corporation Act, and to cause this Corporation to use the aforesaid fictitious name in the transaction of business in the State of Florida.

FURTHER RESOLVED, that this written consent and any and all minutes and consents executed by any Director may be executed in counterparts, each of which when taken together with other executed counterparts will constitute one and the same minutes or Consents, and the several Consents of all of the Directors shall be inserted in the minute book records of the Corporation.

FILED  
95 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

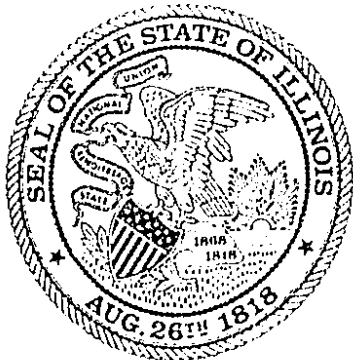
File Number 5815-074-6



To all to whom these presents shall come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,  
do hereby certify that

RESOURCE ALTERNATIVES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 12, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\*



In Testimony Whereof, I do hereby set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois this \_\_\_\_\_  
day of \_\_\_\_\_ OCTOBER A.D. 19 95

*George H. Ryan*  
SECRETARY OF STATE

FILED  
95 OCT 26 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



1204 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9171  
904-222-0393 FAX

800-342-8086



**F95000005243**

ACCOUNT NO. : 072100000032

REFERENCE : 779663 4650A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ ~~PREPARED~~ *35.00*

ORDER DATE : December 21, 1995

800001670368

ORDER TIME : 1:49 PM

ORDER NO. : 779663

*1010*  
800001670368  
-12-20-95-1010-201  
\*\*70.00 \*\*\*\*\*70.00

CUSTOMER NO: 4650A

CUSTOMER: Laura Colton, Legal Assistant  
Rudnick & Wolfe  
Suite 1800  
203 North La Salle Street  
Chicago, IL 60601

FOREIGN FILINGS

NAME: RESOURCE ALTERNATIVES, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

FILED  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
95 DEC 22 PM 3:53  
DIVISION OF CORPORATION

*nc*  
DEC 21 1995

CONTACT PERSON: ANGELA LANE

TLL DEC 26 1995

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-  
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED STATE  
SECRETARY OF CORPORATIONS  
95 DEC 22 PM 3:51

**SECTION I (1-3 must be completed)**

1. RESOURCE ALTERNATIVES, INC. d/b/a HUMESCO, INC.  
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Illinois
3. Date authorized to do business in Florida: October 26, 1995

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 18, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

HUMESCO, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

Gerald J. Walsh Jr.  
Signature

GERALD J. WALSH JR.

Typed or printed name

12/15/95  
Date

VP-Operations  
Title

File Number 5815-074-6



**To all to whom these Presents Shall Come, Greeting:**

I, George H. Ryan, Secretary of State of the State of Illinois,  
do hereby certify that **ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION WERE FILED IN THIS OFFICE ON DECEMBER 18, 1995  
CHANGING NAME FROM RESOURCE ALTERNATIVES, INC. TO HUMESCO, INC.\*\*\*\*\***  
\*\*\*\*\*



**In Testimony Whereof,** I hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois this 20TH  
day of DECEMBER A.D., 19 95

*George H. Ryan*  
SECRETARY OF STATE

File Number 5815-074-6

**State of Illinois**  
**Office of**  
**The Secretary of State**

**Whereas,**

**ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF**

**RESOURCE ALTERNATIVES, INC.**

**INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.**

**Now Therefore, I, George H. Ryan, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.**

**In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 18TH  
day of DECEMBER A.D. 19 95 and of  
the Independence of the United States the two  
hundred and 20TH .**



*George H. Ryan*

Secretary of State

**BCA-10.30****ARTICLES OF AMENDMENT**

(Rev. Jan. 1991)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

**FILED**

DEC 18 1995

**GEORGE H. RYAN  
SECRETARY OF STATE**

File # 5815-07461

**SUBMIT IN DUPLICATE**This space for use by  
Secretary of State

Date 12-18-95

Franchise Tax \$

Filing Fee \$ 25.00

Penalty \$

Approved: *Ken*Remit payment in check or money  
order, payable to "Secretary of State."1. CORPORATE NAME: RESOURCE ALTERNATIVES, INC.

(Note 1)

2. MANNER OF ADOPTION AND TEXT OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on December 1519 95 in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders: A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

HUMESCO, INC. *Ken*  
(NEW NAME)**EXPEDITED**

DEC 18 1995

**SECRETARY OF STATE**All changes other than name, include on page 2  
(over)

**Text of Amendment**

*(Any article being amended is required to be set forth in its entirety)*

**RESOLVED**, that Article Three of the Articles of Incorporation be amended to read as follows: "Article Three. The purposes for which the corporation is organized is to engage in business as an employee leasing company and to engage in any lawful act or activity for which a corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended."

The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 15, 19 95, RESOURCE ALTERNATIVES, INC.  
(Exact Name of Corporation)

attested by Gerald J. Walsh, Jr. by Robert E. Carzoli  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Gerald J. Walsh, Jr., Secretary Robert E. Carzoli, President  
(Type or Print Name and Title) (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_\_

_____	_____
_____	_____
_____	_____
_____	_____

### NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "Ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

The filing fee for articles of amendment - \$25.00  
The filing fee for restated articles - \$100.00.



**EXPEDITED**  
**SECRETARY OF STATE**

DEC 20 1995

EXP. FEES 25.00  
COPY - CERT. 10.00



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of five pages, as taken from the original on file in this office.

*George H. Ryan*

GEORGE H. RYAN  
SECRETARY OF STATE

DATED December 20, 1995

*Julie Jaeger*

# F9500005243

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 30, 1996

HUMESCO, INC.  
600 ENTERPRISE DR., #120  
OAK BROOK, IL 60521

SUBJECT: HUMESCO, INC.  
Ref. Number: F9500005243

Debit Memo #: 14796-D

This is to inform you that check #3524 in the amount of \$225.00 submitted with the annual report for HUMESCO, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 30, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 896A00041042

F95000005243

September 24, 1996

300001954728  
-09/24/96--01092--013  
\*\*\*\*240.00 \*\*\*\*240.00

REPLACEMENT FEE 1996

ANNUAL REPORT: HUMESCO, INC.

DEBIT MEMO: # 14796-D

CHECK #: 3524