

Division of Corporations

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**Florida Department of State**  
**Division of Corporations**  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 MANPOWER INTERNATIONAL INC.**

Certificate of Status	0
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5/29/2013 2:59:38 PM PAGE 1/001 Fax Server



May 29, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MANPOWER INTERNATIONAL INC.  
100 MANPOWER PLACE  
ATTN: BUSINESS LAW  
MILWAUKEE, WI 53212

SUBJECT: MANPOWER INTERNATIONAL INC.  
REF: F95000006226

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct amendment file date in Block #4. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Sylvia Gilbert  
Regulatory Specialist II

FAX Aud. #: H13000116628  
Letter Number: 313A00013477

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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5124

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MANPOWER INTERNATIONAL INC.  
Name of Corporation

**DOCUMENT NUMBER:** F95000006226

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

suzanne.burow@manpowergroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

at (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT**, Manpower US Inc. f/k/a Manpower International Inc., a Delaware corporation incorporated under the laws of the state of Delaware ("Corporation"), does hereby appoint Megan Morrison, Nichol McCroy, and Rebecca Barth, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

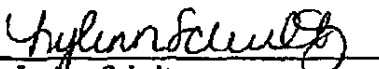
The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to register, qualify, and/or effectuate the name change of the Corporation, in any state, as directed and authorized by the Corporation. The attorney-in-fact will not make such filings without the prior approval of the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Megan Morrison, Nichol McCroy, and Rebecca Barth shall exercise the power of Vice President, Secretary, Manager, Member, and/or Attorney in Fact.

This Power of Attorney expires when revoked by the undersigned

**IN WITNESS WHEREOF** the undersigned has executed this Power of Attorney on this 7<sup>th</sup> day of March, 2013.

Manpower US Inc. (f/k/a Manpower International Inc.)  
A Delaware Corporation

By:   
Name: LyAnn Schultz  
Title: Treasurer

State of Wisconsin  
County of Milwaukee

On March 7, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared LyAnn Schultz personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

  
Tami Schwarz, Notary Public

My Commission Expires:

8/11/13

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F95000006226

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAY 24 PM 2:36

1. MANPOWER INTERNATIONAL INC.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware  
(Incorporated under laws of)

3. 12/21/1995  
(Date authorized to do business in Florida)

**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? 12/31/2012

5. MANPOWER US INC.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Nichol McCroy  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Nichol McCroy  
(Typed or printed name of person signing)

Attorney in Fact  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MANPOWER INTERNATIONAL INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MANPOWER US INC.", THE NINETEENTH DAY OF DECEMBER, A.D. 2012, AT 5:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

2567666 8320

130654012

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0459256

DATE: 05-24-13