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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ASTEC INTERNATIONAL HUMAN RESOURCE TECHNOLOGIES, INC  
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ARTICLES OF INCORPORATION  
OF

ASTEC INTERNATIONAL  
HUMAN RESOURCE TECHNOLOGIES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I  
Name

The name of the corporation is: ASTEC INTERNATIONAL HUMAN RESOURCES TECHNOLOGIES, INC.

Article II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV  
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

This Document Prepared by:  
..... JACQUELINE M. VALDESPIRO, ESQUIRE  
800 Douglas Road, Suite 100, Building B  
..... Coral Gables, FL 33134  
..... (305) 461-1200  
..... Florida Bar # 0756120

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- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2800 South Oakland Forest Drive, # 2203, Ft. Lauderdale, FL 33309. The name of the initial registered agent of this corporation GARY JOSEPH GRAPPO. The principle office of the corporation is 2800 South Oakland Forest Drive, # 2203, Ft. Lauderdale, FL 33309.

Article VI  
Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
GARY JOSEPH GRAPPO	2800 South Oakland Forest Drive #2203 Ft. Lauderdale, FL 33309
CAROL RICHER	184 Innovation Blvd. State College, PA

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

This Document Prepared By:  
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H9500009440

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(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article VII**  
**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII**  
**Incorporator**

The name and street address of the incorporator of this corporation is: GARY JOSEPH GRAPPO, 2800 South Oakland Forest Drive, # 2203, Ft. Lauderdale, FL 33309.

**Article IX**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles on August 25, 1995.

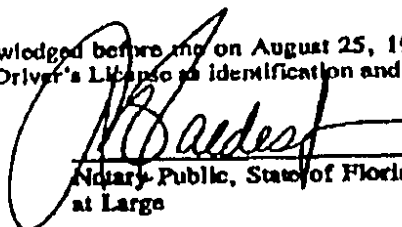
  
GARY JOSEPH GRAPPO

H9500009440

This Document Prepared by:  
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800 Douglas Road, Suite 100, Building B  
Coral Gables, FL 33134  
(305) 442-1200  
Florida Bar # 0756120

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me on August 25, 1995 by GARY JOSEPH GRAPPO who produced a Florida Driver's License as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:



JACQUELINE VALDESPINO  
COMMISSION # CG 334121  
EXPIRES DEC 6, 1997  
Atlantic Bonding Co., Inc.  
800-732-2246

This Document Prepared By:  
JACQUELINE M. VALDESPINO, ESQUIRE  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ASTEC INTERNATIONAL HUMAN RESOURCES TECHNOLOGIES, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2800 South Oakland Forest Drive # 2203, Ft. Lauderdale, FL 33309, has named GARY JOSEPH GRAPPO, located at 2800 South Oakland Forest # 2203, Ft. Lauderdale, FL 33309 as its agent to accept service of process within Florida.

*Gary Joseph Grappo*  
GARY JOSEPH GRAPPO  
Incorporator

Dated: August 25, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Gary Joseph Grappo*  
GARY JOSEPH GRAPPO  
Registered Agent

Dated: August 25, 1995

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TALLAHASSEE, FLORIDA

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This Document Prepared by:  
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NAME: JAMES A. LEE      DOCUMENT TYPE: BASIC AMENDMENT  
FAX AUDIT NUMBER: 072450003255  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

③

ASTEC INTERNATIONAL HUMAN RESOURCE TECHNOLOGIES, INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1

The Name of the Corporation is amended as follows:

ASTEC International Human Asset Technologies, Inc.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Jacqueline M. Valdespino, Esq.  
800 Douglas Rd. #160  
Coral Gables, FL 33134  
(305) 442 1200 / FBN. 0756125



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Article The date of each amendment's adoption: 11/14/95

Section Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by the shareholders voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 6th of November, 1995

Signature Gary Joseph Grappo Gary Joseph Grappo, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Gary Joseph Grappo, President

Typed or printed name

President

Title

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