

EFFECTIVE DATE
1-1-91

**ARTICLES of INCORPORATION
FOR PROFESSIONAL CORPORATION**

521970

FILED
90 DEC 28 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice veterinary medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

700263027557

Name of Corporation

The name of this corporation shall be **KYSER ANIMAL CLINIC, P.A.**

II

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of veterinary medicine, and all its fields of specializations, as are engaged in by veterinarians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be veterinarians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to veterinarians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered/ principal office is 307 South Boulevard, Suite D, Tampa, Florida, 33606 and the name of its initial registered agent at said address is PHILIP R. LAZZARA.

VI

Incorporator

The name and address of the Incorporator is as follows: WILLIAM E. KYSER, 11816 N. 56th Street, Temple Terrace, Florida 33617.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and the address of the initial Director of this corporation is William E. Kyser, 11816 North 56th Street, Temple Terrace, Florida.

VII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 27TH of December, 1990.

William E. Kyser
Incorporator
WILLIAM E. KYSER

The effective of the corporation shall be January 1, 1991

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared WILLIAM E. KYSER who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tampa in the said County and State, this 27TH day of December, 1990.

J. A. Wathen
Notary Public, State of Florida

My Commission Expires: 5/2/93

FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that KYSER ANIMAL CLINIC, P.A., a corporation
duly organized and existing under the laws of the State of Florida,
with its registered office, as indicated in the Articles of
Incorporation at the City of TAMPA, County of
HILLSBOROUGH, State of FLORIDA
has named PHILIP R. LAZZARA,
located at 307 South Boulevard, Suite D
(Street address and number of building;
Post office box address not acceptable)
City of Tampa, County of Hillsborough,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By Philip R. Lazzara
PHILIP R. LAZZARA
Registered Agent

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Kyser Animal Clinic, P.A.

(present name)

S21970

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)
THE NAME OF THE CORPORATION SHALL BE:

PEOPLE SOLUTIONS USA, INC.

Change purpose to "Any and all lawful business"

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:

THIRD: The date of each amendment's adoption: June 1, 2002

FOURTH: 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 _____" (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 13 day of June, 2002

Signature

Peter Van Son, President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Peter VanSon

(Typed or printed name)

(Title)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PEOPLE SOLUTIONS USA, INC.
Present name

S21970
Document Number of Corporation

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

FIRST: Amendment adopted:
THE NAME OF THE CORPORATION SHALL BE:

DECISIONPEO II, INC.

SECOND: The existing shares of the corporation shall be exchanged for new shares with the name change effected.

THIRD: The date of each amendment's adoption is **JULY 1, 2002.**

FOURTH: Adoption of Amendment(s)

[x] The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

Signed this 8th day of July 2002.

Signature

Printed name and title **Peter VanSon, Chairman/CEO**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DecisionPEO II, Inc.

Present name

S21970

Document Number of Corporation

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

FIRST: Amendment adopted:

THE NAME OF THE CORPORATION SHALL BE:

DECISIONHR, INC.

SECOND: The existing shares of the corporation shall be exchanged for new
shares with the name change effected.

THIRD: The date of each amendment's adoption is May 28, 2004.

FOURTH: Adoption of Amendment(s)

[x] The amendment(s) were approved by the shareholders. The number of votes
cast for the amendment(s) were sufficient for approval.

Signed this 28TH day of MAY 2004.

Signature

Printed name and title Peter VanSon, Chairman/CEO

SECRETARY OF STATE
ALLAHSEE, FLORIDA

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