

V02871

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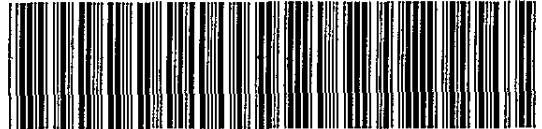
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ps 2/23/05  
Amos & Co.

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Gregory W. Bee  
513-357-9673  
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February 9, 2005

**Federal Express**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Employee Leasing Services, Inc.; Five Star Staffing, Inc.

To Whom It May Concern:

Please find enclosed signed copies (one original and one copy) of the following forms:

- Statement of Change of Registered Agent for Five Star Staffing, Inc.
- Articles of Amendment for Five Star Staffing, Inc.
- Application for Foreign Corporation for Authorization to Transact Business in Florida for Employee Leasing, Inc (using the name "ELS Human Resource Solutions").

Also enclosed is a Certificate of Authority for Employee Leasing Services, Inc. from the Ohio Secretary of State, as well as a check for \$140 to cover the filing fees. Please return one file-stamped copy of each form to me in the enclosed stamped envelope. Do not hesitate to contact me if you have any questions or need any additional information.

Sincerely yours,



Gregory W. Bee

GWB:GWB

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Florida Department of State

• February 9, 2005

• Page 2

• cc: Scott Horne  
Tracey A. Puthoff

Articles of Amendment  
to  
Articles of Incorporation  
of

Five Star Staffing, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

**FILED**

05 FEB 10 PM 2:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V02871

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached Amended and Restated Articles of Incorporation

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 1/31/2005

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 31 day of January, 2005.

Signature Ronald E. Heineman  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ronald Heineman  
(Typed or printed name of person signing)

President,  
(Title of person signing)

**FILING FEE: \$35**

**Exhibit A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FIVE STAR STAFFING, INC.**

**ARTICLE I  
NAME**

The name of the corporation is Five Star Staffing, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The corporation's principal office shall be 3235 Omni Drive, Cincinnati, OH 45245.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue one million shares of \$.01 (one cent) par value common stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the registered agent of this corporation is CT Corporation System.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator of this corporation is:  
Teresia R. Ostrach  
2943 E. Colonial Drive  
Orlando, FL 32803