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01/03/2014	201400201294	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

SCOTT DAVIS
MS CONSULTANTS, INC.
2221 SCHROCK ROAD
COLUMBUS, OH 43229

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

679912

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MS CONSULTANTS, INC.

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

DOMESTIC/AMENDMENT TO ARTICLES

201400201294

Effective Date: 12/30/2013



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 3rd day of January, A.D.
2014.

Ohio Secretary of State



Form 540 Prescribed by:
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
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Mail this form to one of the following:

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P.O. Box 1329
Columbus, OH 43216

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time requires an additional \$100.00).
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Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50

Check appropriate box:

- Amendment to existing Articles of Incorporation (125-AMDS)
- Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

Check one box below and provide information as required:

The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

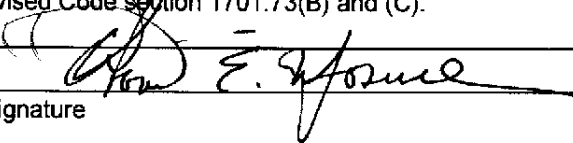
A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.


Signature

President
By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Thomas E. Mosure
Print Name

Signature

By (if applicable)

Print Name

**MINUTES
OF
A MEETING
BY ALL THE SHAREHOLDERS
OF
MS CONSULTANTS, INC.**

December 23, 2013

A meeting of all of the shareholders of ms consultants, Inc. ("Corporation") was held at the offices of the Corporation, on December 23, 2013, pursuant to proper notice.

The following preambles and resolutions with respect to an amendment to the Articles of Incorporation of the Corporation to restrict stock ownership are hereby adopted:

WHEREAS, the Corporation will establish for the benefit of its employees the ms consultants, inc. Employee Stock Ownership Plan;

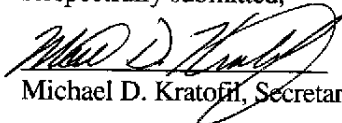
THEREFORE LET IT BE RESOLVED that the Articles of Incorporation of ms consultants, Inc. be amended to include the following:

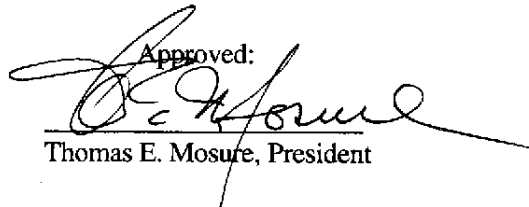
TWELFTH: The ownership of the authorized shares of the corporation shall be substantially limited to active employees of the corporation, to any trust created for the benefit of any existing shareholder of the corporation or for the shareholder's spouse, children or grandchildren and in which the grantor of such trust is either a former or current employee of the corporation, and to any employee benefit plan trust, whether directly or indirectly through a controlled group within the meaning of Section 409(1)(4) of the Internal Revenue Code, qualified under Section 401(a) of the Internal Revenue Code.

RESOLVED FURTHER, that the President and Secretary of the Corporation be, and they hereby are, authorized and directed to execute and file all documents necessary or incidental to effectuate the foregoing resolutions and amendment on behalf of the Corporation.

RESOLVED FURTHER, that the President and Secretary, and any and all other appropriate officers of the Corporation are hereby authorized and directed to take any and all actions which they shall deem necessary and appropriate to effectuate the foregoing resolutions.

Respectfully submitted,


Michael D. Kratoff, Secretary

Approved:

Thomas E. Mosure, President