

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

UNIFIED GROUP SERVICES, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin February 02, 1996.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Second day of February , 1996.



Deputy

1996020211

ARTICLES OF INCORPORATION  
OF  
UNIFIED GROUP SERVICES, INC.

The undersigned, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Business Corporation Law (as amended from time to time, the "Act"), executes the following Articles of Incorporation.

ARTICLE 1  
Identification

Section 1.01. Name. The name of the Corporation is:

Unified Group Services, Inc.

ARTICLE 2  
Purpose

Section 2.01. Purpose. The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act.

ARTICLE 3  
Capital Stock

Section 3.01. Amount. The total number of shares which the Corporation has authority to issue is 1,000 shares.

Section 3.02. Classes and Rights. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations and relative rights. Each shareholder of Common Stock shall be entitled to one vote for each share of Common Stock standing in the shareholder's name on the books of the Corporation on each matter voted on at a shareholders' meeting. Holders of outstanding Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution.

Section 3.03. Distributions. A distribution to shareholders may not be made if, after giving it effect, the Corporation would not be able to pay its debts as they become due in the usual course of business or the Corporation's total assets would be less than the sum of its total liabilities.

**ARTICLE 4**  
**Directors**

Section 4.01. Number. The number of directors of the Corporation may be fixed from time to time in accordance with the Code of By-Laws of the Corporation (the "By-Laws").

Section 4.02. Initial Directors. The following individuals shall serve as the initial board of directors of the Corporation:

<u>Name</u>	<u>Address</u>
Richard Mousty	5665 N. Mechanicsburg Road Middleton, IN 47356

Section 4.03. Removal of Directors. Shareholders, but not directors, may remove one or more directors with or without cause.

**ARTICLE 5**  
**Indemnification**

Section 5.01. Scope of Indemnity. The Corporation shall indemnify every person who is or was a director or officer of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter referred to as an "Indemnatee") against all liability to the fullest extent permitted by Indiana Code § 23-1-37, provided that such person is determined in the manner specified by Indiana Code § 2-3-137 to have met the standard of conduct specified in Indiana Code § 23-1-37. The Corporation shall, to the fullest extent permitted by Indiana Code § 2-3-137, pay for or reimburse the reasonable expenses incurred by every Indemnatee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by Indiana Code § 23-1-37. The foregoing indemnification and advance of expenses for each Indemnatee shall apply to service in the Indemnatee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

Section 5.02. Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnatee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnatee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnatee acting in an official capacity or in another capacity described in Section 5.01 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create

a contract right for the benefit of every Indemnatee if (i) any act or omission complained of in a proceeding against the Indemnatee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability, occurs while this Article is in effect.

Section 5.03. Interpretation. All references in this Article to Indiana Code § 23-1-37 shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Indiana Code § 23-1-37, such word or phrase shall have the same meaning in this Article that it has in Indiana Code § 23-1-37. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnatee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnatee.

Section 5.04. Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.

## ARTICLE 6

### Registered Agent and Registered Office

Section 6.01. Registered Agent and Office. The name and street address of the registered agent at the Corporation's registered office are:

Richard Mousty  
5665 N. Mechanicsburg Road  
Middleton, IN 47356

## ARTICLE 7

### Incorporator

Section 7.01. Identification of Incorporator. The name and address of the incorporator are:

Richard Mousty  
5665 N. Mechanicsburg Road  
Middleton, IN 47356

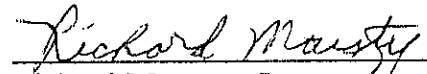
**ARTICLE 8**  
**Code of By-Laws: Amendments of Articles**

**Section 8.01. Code of By-Laws.** The board of directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws, but the affirmative vote of the number of directors equal to a majority of the number holding such position at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

**Section 8.02. Amendments of Articles.** The Corporation may amend these Articles of Incorporation at any time to add or change a provision that is required or permitted to be in the Articles of Incorporation or to delete a provision not required to be in the Articles of Incorporation. Whether a provision is required or permitted to be in the Articles of Incorporation is determined as of the effective date of the amendment.

A shareholder of the Corporation does not have a vested property right resulting from any provision in these Articles of Incorporation, or authorized to be in the By-Laws by the Act or the Articles of Incorporation including provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.

EXECUTED this 31<sup>st</sup> day of January, 1996.

  
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Richard Mousty, Incorporator