

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

.....  
QUALIFIED PERSONNEL, INC.  
.....

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is ..... QUALIFIED PERSONNEL, INC. ....

.....  
SECOND: The name which it elects to use in Rhode Island is .....

.....  
QUALIFIED PERSONNEL, INC.  
.....

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of ..... Delaware .....

FOURTH: The date of its incorporation is ..... April 5, 1982 ..... and the period  
of its duration is ..... Perpetual .....

FIFTH: The address of its principal office in the state or country under the laws of  
which it is incorporated is ..... 100 West 10th St., Wilmington, Del. 19801 .....

SIXTH: The address of its proposed registered office in Rhode Island is ..... 111 Westminster  
Street, Providence, R. I. 02903 ..... and the name of its proposed registered agent in  
Rhode Island at that address is ..... C T CORPORATION SYSTEM .....

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of  
business in Rhode Island are

To engage in the business of furnishing labor, materials and administrative  
support in connection with the erection, installation, maintenance and  
repair of mechanical and electrical apparatus and related facilities.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
R.T. Bruce	Director	1 River Road, Schenectady, New York 12345
R.G. Beadle	Director	1 River Road, Schenectady, New York 12345
C.R. Breese	Director	1 River Road, Schenectady, New York 12345
R.H. Brust	Director	1 River Road, Schenectady, New York 12345
D.E. Flynn	Director	1 River Road, Schenectady, New York 12345
R.G. Beadle	President	1 River Road, Schenectady, New York 12345
L.M. Henry	Vice President	1720 North 23rd St., Wilmington, N.C. 28405
C.R. Breese	Secretary	1 River Road, Schenectady, New York 12345
F.N. Adams	Treasurer	1 River Road, Schenectady, New York 12345
T. Dorazio	Asst. Treasurer	1 River Road, Schenectady, New York 12345
B.C. Kaiser	Asst. Treasurer	1720 North 23rd St., Wilmington, N.C. <del>XXXXX</del> 28405

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,000	Common	--	\$1.00 par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,000	Common	--	\$1.00 par value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1,400,000 \$25,000 paid in capital, \$1,375,000 paid in Surplus

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 7,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 250,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.



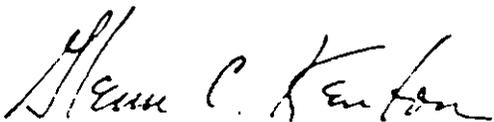
# State of DELAWARE



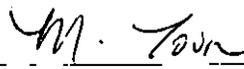
## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on April 5, 1982





Glenn C. Kenton, Secretary of State

BY: 

DATE: August 25, 1982

CERTIFICATE OF INCORPORATION  
OF  
QUALIFIED PERSONNEL, INC.

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1. The name of the corporation is  
QUALIFIED PERSONNEL, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business of purposes to be conducted or promoted is:

To engage in the business of furnishing labor, materials and administrative support in connection with the erection, installation, maintenance and repair of mechanical and electrical apparatus and related facilities.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In general, to possess and exercise all of the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, not be limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is twenty-five thousand (25,000) shares and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to Twenty-Five Thousand Dollars (\$25,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Stephen P. Henderson	1 River Road, 2-135A Schenectady, NY 12345
Maureen F. Glasheen	1 River Road, 2-135A Schenectady, NY 12345

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true and accordingly have hereunto set our hands this 30th day of March, 1982.

*Stephen P. Henderson*  
Stephen P. Henderson

*Maureen F. Glasheen*  
Maureen F. Glasheen

Dated Aug. 17, 19 82

Qualified Personnel, Inc.  
[Exact Corporate Name of Corporation Making Application]

By R.G. Beadle  
Its R.G. Beadle President  
and C.R. Brees  
Its C.R. Brees Secretary

STATE OF New York }  
COUNTY OF Schenectady } Sc.

At Schenectady, New York in said County on the 17<sup>th</sup> day  
of August 19 82, before me personally appeared  
R.G. Beadle, who being by me first duly sworn, declared that  
he is the President of Qualified Personnel, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Virginia A. Szumigala  
Notary Public

(NOTARIAL SEAL)

VIRGINIA A. SZUMIGALA  
Notary Public, State of New York  
Residing in Schenectady County  
My Commission Expires March 30, 1984

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SEP 1 - 1982

*PCW*