

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

VEREX RELOCATION SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VEREX RELOCATION SERVICES, INC.

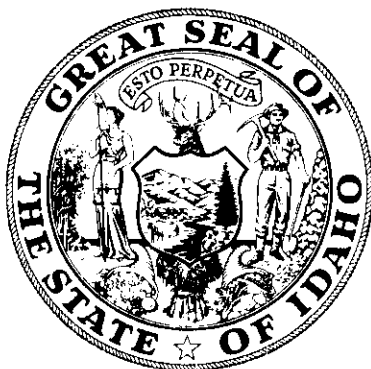
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to VEREX RELOCATION SERVICES, INC.

to transact business in this State under the name VEREX RELOCATION SERVICES, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated September 7, 1982



Robt. C. Canaruna

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Verex Relocation Services, Inc.
2. *The name which it shall use in Idaho is Verex Relocation Services, Inc.
3. It is incorporated under the laws of Wisconsin
4. The date of its incorporation is October 27, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 150 East Gilman Street, Madison, Wisconsin 53703
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Provision of services to employers to facilitate transfer of employees.
Services will include providing or arranging for home purchases and sales,
employee counseling, financing, transfers, market information and market analyses.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert L. Waldo	Director/President	150 E. Gilman St., Madison, WI 53703
Ferdinand H. Reichelt	Director/ Ex. V. Pres.	150 E. Gilman St., Madison, WI 53703
	Director/Secretary/	
Thomas E. Anderson	Vice President	150 E. Gilman St., Madison, WI 53703
	Treasurer/	
Stanley C. Kiefer	Vice President	150 E. Gilman St., Madison, WI 53703
Keith A. Yelinek	Vice President	150 E. Gilman St., Madison, WI 53703
Stuart M. Lopes	Vice President	150 E. Gilman St., Madison, WI 53703

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>\$2.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	\$2.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated September /, 19 82.

Verex Relocation Services, Inc.

By Robert Waldo
Robert Waldo

Its President

and Thomas E. Anderson

Its Secretary

STATE OF WISCONSIN)

)ss:

COUNTY OF DANE)

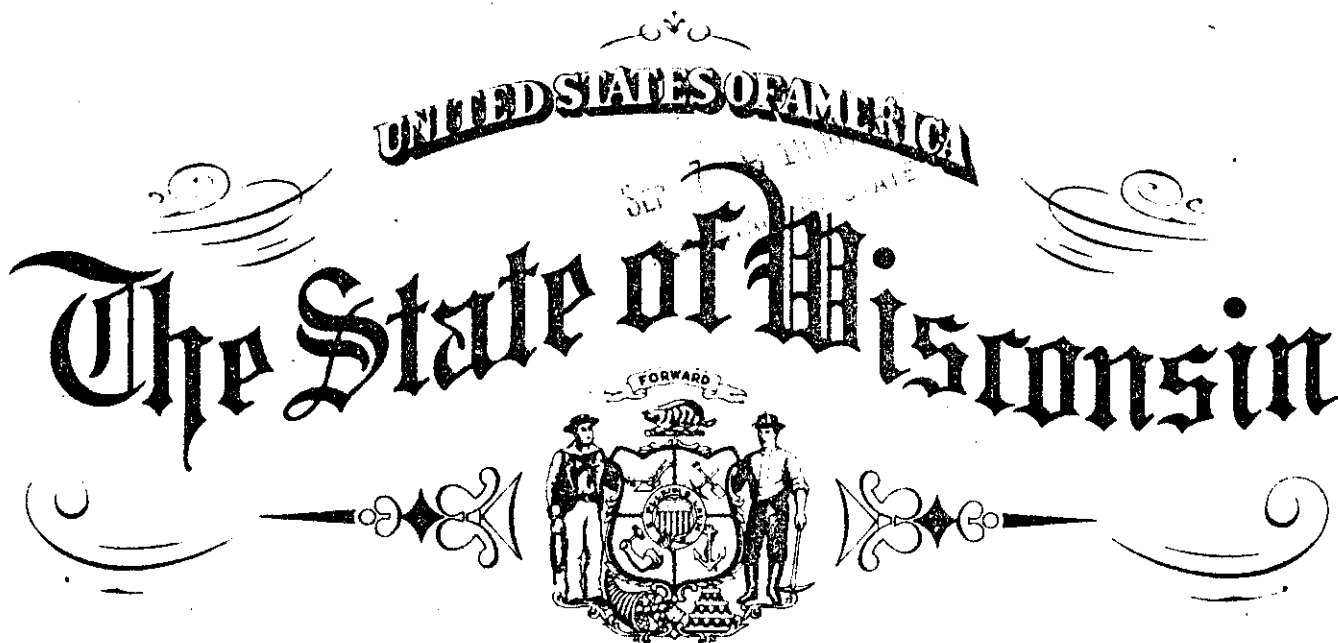
I, Joyce L. Pond, a notary public, do hereby certify that on this 1st day of September, 19 82, personally appeared before me Thomas E. Anderson, who being by me first duly sworn, declared that he is the Secretary of Verex Relocation Services, Inc.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Joyce L. Pond

My Commission Expires 12-18-83
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, VEL PHILLIPS, Secretary of State of the State of Wisconsin and
Keeper of the Great Seal thereof, do hereby certify that the annexed copy of
Articles of Incorporation (filed October 27, 1981) of
VEREX RELOCATION SERVICES, INC.,

has been compared by me with the record on file in this Office and that the same is
a true copy thereof, and of the whole of such record; and that I am the legal custodian
of such record. This certification is in due form.



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
affixed the Great Seal of the
State in the City of Madison,
on May 6, 1982.

Vel Phillips

VEL PHILLIPS
Secretary of State

ARTICLES OF INCORPORATION
OF
VEREX RELOCATION SERVICES, INC.

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation (hereinafter the "Corporation") shall be:

VEREX RELOCATION SERVICES, INC.

Its principal office and place of business shall be located in the City of Madison, Dane County, Wisconsin.

ARTICLE II
PURPOSES, POWERS AND BUSINESS

The purposes, powers and business of the corporation shall be:

(a) To engage in any lawful activity within the purposes for which corporations may be organized under Chapter 180 of the Wisconsin Statutes, as the same may from time to time be amended (the "Act"), and to have and exercise any and all powers enumerated in the Act.

(b) To conduct its business, carry on its operation, have offices and exercise the powers granted to it in any state, territory, district or possession of the United States, or in any foreign country.

(c) To make and alter By-Laws, not inconsistent with these formal Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(d) The foregoing enumeration shall not be considered to exclude, limit or restrict in any manner any power, any right or privilege given to the Corporation by law, or to limit or restrict the meaning of the general terms of the general powers of the Corporation.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is two thousand (2,000) consisting of one class only, designated as "Common Stock" of the par value of Two Dollars (\$2.00) per share.

10/28/81 WISCONSIN SECTY-STATE
2222 CORP *
2051 \$70.00

11003411

ARTICLE IV
CORPORATE EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE V
STOCKHOLDERS

Persons holding stock and they only shall be members of the Corporation. No certificate shall be issued evidencing ownership of a fractional share of stock. No stockholder shall have a preemptive or other right to purchase, subscribe for, or take any part of any shares of voting stock, or of treasury shares, or any part of notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase voting shares of this Corporation issued, optioned or sold by it after its incorporation.

ARTICLE VI
DIRECTORS

(a) The corporate powers granted by law to the Corporation shall be exercised by and under the direction of a Board of Directors and in accordance with the provisions of these Articles, the By-Laws, and such By-Laws, regulations and resolutions as the Board of Directors may from time to time adopt.

(b) The first Board of Directors shall consist of three (3) members who shall be elected by the subscribers at a meeting held after the filing and recording of these Articles of Organization, and who shall hold office until the first annual meeting of the stockholders. The Board of Directors shall consist of such number of directors, at least three, and of such classes, as is fixed from time to time in the By-Laws. If the number of directors is established at nine or more, the By-Laws, from time to time, may divide them (including the initial Board) into three classes and provide for the election of each class for a term of three years, one class being elected each year, initially one class being elected for one year, one for two years and the third for three years.

(c) Directors, annually, shall be elected by the stockholders. Any Director shall be eligible for re-election. Directors shall serve during the term for which they are elected and until their successors are elected and qualify. Any vacancy in the Board of Directors, including a vacancy created by an increase in the number of directors, at anytime, shall be filled until the next annual election by the Board of Directors by a vote of the majority of those remaining in office through less than a quorum.

(d) The Board of Directors by resolution adopted by a majority of the total number of directors authorized in the By-Laws may designate an Executive Committee and one or more other committees, each committee to consist of three or more directors elected by the Board, which to the extent and in the manner provided in said resolutions from time to time shall have and may exercise, when the Board of Directors is not in session, the powers of the Board in the

management of the business and affairs of the Corporation except only to the extent specifically limited by the Statutes of Wisconsin, these Articles, and the By-Laws.

ARTICLE VII OFFICERS

The general officers of the Corporation shall be the President, one or more Vice Presidents, a Secretary, and a Treasurer. Any two offices except that of President and Vice President, and President and Secretary, may be held by the same person. The general officers need not be stockholders. Such officers shall be elected by the Board of Directors. The term of office of all general officers shall be one year.

The duties and powers of the general officers shall be those imposed or granted by law except as otherwise limited and prescribed in the By-Laws or by contract.

The officers of the Corporation may sell, lease, exchange, mortgage, pledge, or otherwise convey or dispose of all or any part of its real property, fixtures, improvements or chattels real, by instruments duly executed according to law, all without authorization or consent of the stockholders or directors.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 in each year.

ARTICLE IX REGISTERED AGENT and REGISTERED OFFICE

The initial registered agent of the Corporation shall be Thomas E. Anderson with the address listed below.

The initial registered office of the Corporation shall be 150 East Gilman Street, Madison, Wisconsin 53703.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended at any annual or at any special meeting of the stockholders by affirmative vote of not less than three-fourths of the shares entitled to vote thereon, provided a statement of the nature of the proposed amendment is included in the Notice of Meeting.

INCORPORATOR

The name and address of the person organizing this Corporation is:

Incorporator

Address

Thomas E. Anderson
Thomas E. Anderson

150 E. Gilman Street
Madison, Wisconsin 53707

Duly executed this 27th day of October, 1981.

Thomas E. Anderson
Thomas E. Anderson

STATE OF WISCONSIN)
) SS
COUNTY OF DANE)

Personally came before me this 27th day of October, 1981, the above named Thomas E. Anderson to me known to be the person who executed the foregoing instrument and acknowledged the same.

(SEAL OF NOTARY)

Notary Public, Dane County, Wisconsin
My Commission Expires December 31, 1982

This document was drafted by:
Audrey J. Witkowski

Art. 1 Inc

- Dance -
STATE OF WISCONSIN
FILED

OCT 27 1981

\$70.00

VEL PHILLIPS
SECRETARY OF STATE

Andrey J. Witkowski
150 E. Gilman St.
Madison, Wis. 53707

OFFICE OF THE
REGISTER OF DEEDS

1723301

The undersigned, as Register of Deeds of
(COUNTY) Dane
County, Wisconsin, certifies that on
(DATE) 10-27-81

there was received and accepted for record in my office, instrument(s) bearing
the certificate of the Secretary of State of the State of Wisconsin, and des-
cribed as

- (X) Articles of Incorporation () Amendment(s) to Articles of Incorporation *
() Articles of Dissolution () Articles of Merger * () Name Reservation *
() Articles of Consolidation * () Restated Articles *
() Change of Registered Office and/or Agent () Intent to Dissolve OF

LIST CORPORATE
NAMES HERE

VEREX RELOCATION SERVICES, INC.

(SEAL) Witness my hand and official seal on 10-27-81 (DATE)

Ernest R. McInerney --
Register of Deeds

Please return executed Certificate to:
Office of the Secretary of State
P.O. Box 7846
Madison, Wisconsin 53707

(* Please identify documents by date of filing with Secretary of State)

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