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Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year		
Name CORESTAFF, Inc.	03 18 98		
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X Citizenship/State of Incorporation/Organization Delaware			
Receiving Party  Mark if additional names of receiving parties attached			
Name Metamor Worldwide, Inc.			
DBA/AKA/TA			
Composed of			
Address (line 1) 4400 Post Oak Parkway			
Address (line 2) Suite 1100			
Address (line 3) Houston	Texas, U.S.A. 77027-3413 State/Country Zip Code		
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X Corporation Association not domiciled in the United States, an appointment of a domestic representative should be attached.			
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FORM PTO-1618B Page 2 U.S. Department Patent and Yrade Composition of the Composition of	mark Office		
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Address (line 1) 650 Town Center Drive			
Address (line 2) Suite 2000			
Address (line 3) Costa Mesa, California 92626-1925			
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Correspondent Name and Address Area Code and Telephone Number (714) 540-1235			
Name Latham & Watkins			
Address (line 1) 650 Town Center Drive			
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Address (line 4) Attn.: Perry J. Viscounty, Esquire			
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Trademark Application Number(s) or Registration Number(s) X Mark if additional number			
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Trademark Application Number(s)         Registration Number(s)           75261801         75261816         75307711         1269487         1269486         1871	586		
75307707         75307710         75300061         1869977         2112174         1297	971		
75300069 75300060 75307708 0740754 2088724			
Number of Properties Enter the total number of properties involved. # 28			
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 715.00			
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(Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: #			
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Statement and Signature			
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Perry J. Viscounty /2 5/29/98			
Name of Person Signing Signature Date Sig	ned		

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# RECORDATION FORM COVER SHEET CONTINUATION

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City State/Country Zip Code  Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is assignment and the receiving party is			
not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate			
Other	document from the Assignment.)		
Citizenship/State of Incorporation/Organization			
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached  Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).			
Trademark Application Number(s)	Registration Number(s)		
75307709 75307706 75410676			
75371108 75410697 75410698			
75410696 75410724 75459972			
75170901 75468730			

TRADEMARK REEL: 1741 FRAME: 0442



STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 11:00 AM 03/19/1998 981105032 - 2344061

# CERTIFICATE OF AMENDMENT

#### OF THE

# CERTIFICATE OF INCORPORATION OF

# CORESTAFF, INC.

CORESTAFF: Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions on February 5, 1998 proposing and declaring advisable the following amendment to the First Amended and Restated Certificate of Incorporation and directing that the amendment proposed be considered by the stockholders of the Corporation:

**RESOLVED.** that the Board of Directors of the Corporation does hereby propose and declare advisable an amendment to the First Amended and Restated Certificate of Incorporation of the Corporation to amend Article 1 so that such Article reads in its entirety as follows:

Article 1. The name of the Corporation is Metamor Worldwide, Inc.

SECOND: That the amendment referred to herein was duly authorized by a majority of the outstanding stock entitled to vote thereon at a Special Meeting of Stockholders on March 19, 1998.

**THIRD:** That the aforesaid amendments have been duly adopted in accordance with the applicable provisions of Section 242 of the Delaware General Corporation Law.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation has been executed and acknowledged and shall be filed and recorded in accordance with Section 103 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Chief Executive Officer and attested by its Secretary, as of the 19th day of March, 1998.

CORESTAFF, Inc.

y Albert

Chief Executive Officer and President

ATTEST

By:

Peter T. Dameris

Secretary

TRADEMARK REEL: 1741 FRAME: 0444

RECORDED: 05/29/1998