

07-10-1998

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TO THE HONORABLE COMMISSIONER  
thereof.

100760602

re record the attached original documents or copy

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Temporary Professional Support, Inc.

- ☐ Individual  
☐ Association  
☐ General Partnership  
☐ Limited Partnership  
☒ Corporation - State: California  
☐ Other:

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: On Assignment, Inc.

Internal Address:

Street Address: 26651 W. Agoura Road

City: Calabasas

State: CA

ZIP: 91302

☐ Individual(s) citizenship:

☐ Association:

☐ General Partnership:

☐ Limited Partnership:

☒ Corporation - State: Delaware

☐ Other:

 If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment  
☒ Merger  
☐ Security Agreement  
☐ Change of Name  
☐ Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) September 14, 1992

4. Application numbers or registration numbers:

a. Trademark Application Nos.:

b. Trademark Registration Nos.:

1,757,160

1,746,037

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Diane M. Reed

KNOBBE, MARTENS, OLSON &amp; BEAR, LLP

Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive

City: Newport Beach

State: CA

ZIP: 92660

7. Total fee (37 CFR 3.41): \$65

☒ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of registrations involved: 2

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Diane M. Reed

Name of Person Signing

Signature

6/15/98

Date

Total number of pages, including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

07/10/1998 DMSUYEN 00000054 1757160

01 FC:481  
02 FC:482

DMR-8960.nr/061298

40.00 DP  
25.00 DP

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

 KNOBBE, MARTENS, OLSON & BEAR, LLP  
 620 NEWPORT CENTER DR - 16TH FLOOR - NEWPORT BEACH, CA 92660  
 (949) 760-0404 FAX (949) 760-9502

TRADEMARK

REEL: 1750 FRAME: 0553

State of Delaware

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## Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "TEMPORARY PROFESSIONAL SUPPORT, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, MERGING WITH AND INTO "ON ASSIGNMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "ON ASSIGNMENT, INC." AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1992, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

\* \* \* \* \*



752259051

Michael Ratchford, Secretary of State

AUTHENTICATION: \*3589513

DATE: 09/15/1992

**CERTIFICATE OF MERGER  
OF  
TEMPORARY PROFESSIONAL SUPPORT, INC.  
a California Corporation  
(the "Merged Company") into  
ON ASSIGNMENT, INC.,  
a Delaware Corporation  
(the "Surviving Company")**

**(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE)**

The Surviving Company hereby certifies that:

1. The names and states of incorporation of the constituent corporations are as follows:

Temporary Professional Support, Inc., a California corporation, and

On Assignment, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Merged Company, and by the Surviving Company in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is On Assignment, Inc.

4. The Certificate of Incorporation of the Surviving Company shall be the Certificate of Incorporation of the surviving corporation.

5. The surviving corporation is a corporation of the State of Delaware.

6. The executed Agreement and Plan of Merger is on file in the principal place of business of the Surviving Company at 21515 Vanowen Street, Suite 204, Canoga Park, California.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost to any stockholder of the Merged Company or the Surviving Company.

8. The Merged Company is authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock". The total number of shares which the corporation is authorized to issue is Thirty Million Eight

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Hundred Eighty-Four Thousand One Hundred Sixty-Nine (30,884,169) shares. Twenty-five Million (25,000,000) shares are Common Stock, par value \$.01 per share, and Five Million Eight Hundred Eighty-Four Thousand One Hundred Sixty-Nine (5,884,169) shares are Preferred Stock, par value \$.01 per share. The Preferred Stock is divided into series, namely Voting Series A Preferred Stock consisting of One Hundred Fifty-One Thousand Five Hundred Fifteen (151,515) shares, Nonvoting Series A Preferred Stock consisting of Ninety-Nine Thousand Four Hundred Eighty-Seven (99,487) shares, Series B Preferred Stock consisting of Three Hundred Forty-Six Thousand Four Hundred (346,400) shares, Voting Series C Preferred Stock consisting of One Million Three Hundred Seventy-Two Thousand Seven Hundred Twenty-Three (1,372,723) shares, Nonvoting Series C Preferred Stock consisting of One Million Two Hundred Fifty-One Thousand Nine Hundred Ninety-Three (1,251,993) shares, and Series D Preferred Stock consisting of Two Million Six Hundred Sixty-Two Thousand Fifty-One (2,662,051) shares. The 99,487 shares of Nonvoting Series A Preferred Stock and 1,251,993 shares of Nonvoting Series C Preferred Stock have been retired.

IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by H. Tom Buelter, its President and attested by Joshua L. Green, its Secretary, on the 14th day of September, 1992.

ON ASSIGNMENT, INC.  
a Delaware Corporation

By: 

H. Tom Buelter  
President, Chief Executive Officer  
and Director

ATTEST:

By: 

Joshua L. Green  
Secretary

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