

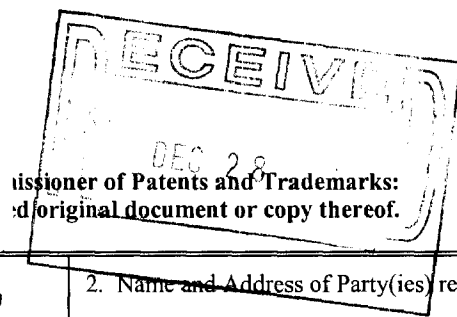
12-30-1998

TRADEMARK

TRADEMARK ONLY



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<p>1. Name of party(ies) conveying an interest:</p> <p>Pro Staff of California, Inc. <i>12-28-98</i></p> <p>Entity:</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship</p> <p><input checked="" type="checkbox"/> Corporation - State - Minnesota</p> <p><input type="checkbox"/> Other _____</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Dobbs Temporary Services, Inc. 920 Second Avenue S., Ste. 920 Minneapolis, MN 55402</p> <p>Entity:</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship</p> <p><input checked="" type="checkbox"/> Corporation - State - Minnesota</p> <p><input type="checkbox"/> Other _____</p>
<p>3. Interest Conveyed</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Other _____</p> <p><input type="checkbox"/> Merger</p>	<p>If not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(the attached document must be an assignment)</p>
<p>4. Application number(s) or registration number(s).</p> <p>A. Trademark Application No.(s):</p>	<p>Additional Sheet attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>B. Trademark Registration No.(s): Reg. No. 1,782,208</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Nancy L. Moersch Winthrop & Weinstine, P.A. 3000 Dain Rauscher Plaza 60 S. 6th Street Minneapolis, MN 55402</p>	<p>6. Number of applications and registrations involved: 1</p> <p>7. Amount of fee enclosed or authorized to be charged: \$40.00</p> <p>8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): N/A</p>
DO NOT USE THIS SPACE	
<p>9. Date of execution of attached documents: December 18, 1997 (effective January 6, 1998)</p> <p>10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: <u>12/16</u>, 1998</p> <p>DOBBS TEMPORARY SERVICES, INC. By: <u>Jodi S. Cain</u> Title: <u>VP Finance</u></p>	

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ARTICLES OF MERGER
OF

Pro Staff of California, Inc.

a Minnesota corporation

INTO

Dobbs Temporary Services, Inc.

a Minnesota corporation.

Pursuant to Section 302A.601 of the Minnesota Statutes, the undersigned corporations, Dobbs Temporary Services, Inc., a corporation organized under the laws of the State of Minnesota and hereinafter referred to as "Dobbs" and Pro Staff of California, Inc., a corporation organized under the laws of the State of Minnesota and hereinafter referred to as "Pro Staff," do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Dobbs Temporary Services, Inc.	Minnesota
Pro Staff of California, Inc.	Minnesota

SECOND: The following Plan of Merger was approved by the affirmative vote of all of the directors and shareholders of Dobbs and Pro Staff in accordance with the provisions of Minnesota Statutes Section 302A.601, et seq.:

PLAN OF MERGER

I. On January 5, 1998 (the "Effective Date"), Pro Staff of California, Inc., a Minnesota corporation ("Pro Staff"), shall be merged with and into Dobbs Temporary Services, Inc., a Minnesota corporation ("Dobbs"), with Dobbs being the surviving corporation.

II. Pro Staff has authorized common capital stock of 5,000,000 shares, of which 1,006,000 shares are issued and outstanding as of the date hereof. Leslie Sharon Anderson owns 2,000 shares, Barbara T. Ashkar owns 2,000 shares, Mary Kent Currie owns 2,000 shares, Douglas J. Dobbs owns 180,000 shares, Jay A. Dobbs owns 4,600 shares, Jeffrey P. Dobbs owns 585,400 shares, Clay E. Morel owns 130,000 shares, and Michael E. Morris owns 100,000 shares. Dobbs has authorized common capital stock of 2,000,000 shares, of which 1,006,000 shares

are issued and outstanding as of the date hereof. Leslie Sharon Anderson owns 2,000 shares, Barbara T. Ashkar owns 2,000 shares, Mary Kent Currie owns 2,000 shares, Douglas J. Dobbs owns 180,000 shares, Jay A. Dobbs owns 4,600 shares, Jeffrey P. Dobbs owns 585,400 shares, Clay E. Morel owns 130,000 shares, and Michael E. Morris owns 100,000 shares.

III. On the Effective Date, Pro Staff shall be merged with and into Dobbs and the corporate existence of Pro Staff shall cease and Dobbs shall become the surviving corporation.

IV. On the Effective Date, each share of the common stock of Pro Staff issued and outstanding immediately prior thereto shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled, and Dobbs shall succeed to all the properties, rights and other assets and assume all of the liabilities and obligations of Pro Staff.

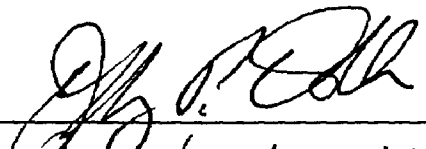
V. The officers and directors of Dobbs and Pro Staff are authorized and directed to do and perform all acts and things and to execute and deliver all papers, documents, deeds, transfers, assignments, tax returns and reports and agreements of every kind, nature and description which may be necessary or proper to effect said merger.

VI. The Articles of Incorporation of Dobbs will not be amended as a part of the merger.


THIRD: The shareholders of both corporations have waived the necessity of mailing a copy of the Plan of Merger to them.

Dated this 18 day of December, 1997.

PRO STAFF OF CALIFORNIA, INC.

By: 
Its: President & CEO

DOBBS TEMPORARY SERVICES, INC.

By: 
Its: President & CEO

MPLS:224719-1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 30 1997


Joan Anderson Howe
Secretary of State

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ARTICLES OF CORRECTION
OF
ARTICLES OF MERGER

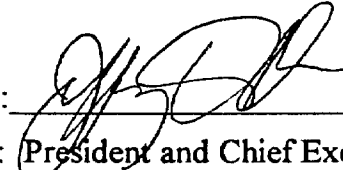
The undersigned, for the purpose of correcting the Articles of Merger of Pro Staff of California, Inc., a Minnesota corporation into Dobbs Temporary Services, Inc., a Minnesota corporation, do hereby sign and acknowledge this Articles of Correction.

1. The Articles of Merger of Pro Staff of California, Inc. into Dobbs Temporary Services, Inc. (the "Articles") were filed with the Minnesota Secretary of State on December 30, 1997.
2. Paragraph I of the Plan of Merger contained in said Articles incorrectly stated the effective date of the merger as January 5, 1998.
3. Paragraph I of the Plan of Merger contained in the Articles shall be corrected to read as follows:

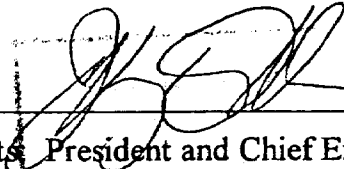
"I. On January 6, 1998 (the "Effective Date"), Pro Staff of California, Inc., a Minnesota corporation ("Pro Staff"), shall be merged with and into Dobbs Temporary Service, Inc., a Minnesota corporation ("Dobbs"), with Dobbs being the surviving corporation."

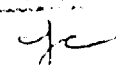
Dated this 5th day of January, 1998.

PRO STAFF OF CALIFORNIA, INC.

By: 
Its: President and Chief Executive Officer

DOBBS TEMPORARY SERVICES, INC.


Its: President and Chief Executive Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JAN 06 1998

James Anderson Howe
Secretary of State