

Revised as of 9/2/97

UNITED STATES SERVICE MARK REGISTRATIONS AND APPLICATIONS OWNED BY
SOURCE SERVICES CORPORATION

MARK Reg. Serial No. *Reg. Filing Date Goods Comments*

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|-------------------------|------------|----|----------|-----------------------|--|---|
| ACCOUNTANT-SOURCE TEMPS | 1,889,425 | 6 | 04/11/95 | 08/10/92 | Temporary employment services for accounting and clerical personnel | Registered. § 8 and § 15 Affidavit due 4/10/2001. Renewal due 4/10/2005. |
| SE SOURCE ENGINEERING | 1,392,590 | 1 | 05/06/86 | 09/03/85 | Career guidance, employment opportunity and placement services | Registered. § 8 and § 15 Affidavit accepted and acknowledged by PTO. File Renewal by 5/5/2006. |
| SOURCE | 1,339,435 | 2 | 06/04/85 | 09/24/84 | Employment counseling services, employment opportunity and placement services, including specifically the permanent and temporary placement of personnel in the fields of data processing, finance and engineering | Registered. § 8 and § 15 Affidavit accepted and acknowledged by PTO. File Renewal by 6/3/2005. |
| SOURCE CONSULTING | 1,697,935 | 7 | 06/30/92 | 10/24/90 | Consulting services for employment opportunity and placement for personnel in the data processing field | Registered. § 8 and § 15 Affidavit accepted and acknowledged by PTO. File Renewal by 6/29/2002. |
| SOURCE CONSULTING | 75/152,061 | 22 | N/A | 08/19/96 (Use appl'n) | Consulting services for others in the development of computer software in Int'l Class 42 | Pending Application. On August 26, 1997, we filed Office Action Response. |
| SOURCE RDP | 849,973 | 3 | 05/28/68 | 11/14/66 | Providing career guidance and placement services for data processing personnel | Registered. Renewal accepted by PTO. File next Renewal by 5/27/2008. |

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|----------------------------|------------|----|----------|-----------------------|---|---|
| SOURCE RDP and Design | 049,974 | 4 | 05/28/68 | 11/14/66 | Providing career guidance and placement services for data processing personnel | Registered. Renewal accepted by PTO. File next Renewal by 5/27/2008. |
| SOURCE FINANCE | 1,057,100 | 8 | 01/25/77 | 03/24/75 | Employment agency services for accountants | Registered. § 8 and § 15 Affidavit and Renewal accepted by PTO. File next Renewal by 1/25/2007. |
| SOURCE HEALTHCARE STAFFING | 75/152,062 | 23 | N/A | 08/19/96 (Use appl'n) | Career guidance and placement services in the health care field in Int'l Class 35 | Pending Application. Received Examiner's Amendment dated 10/7/97. |
| SOURCE LEGAL | 1,920,096 | 9 | 09/19/95 | 04/28/94 | Employment opportunity and placement services; namely, the permanent and temporary placement of personnel in the legal field | Registered. § 8 and § 15 Affidavit due 9/18/2001. Renewal due 9/18/2005. |
| SOURCE MANUFACTURING | 2,083,922 | 21 | 7/29/97 | 08/19/96 (Use appl'n) | Employment and placement of manufacturing professionals in Int'l Class 35 | Registered. § 8 and § 15 Affidavit due 7/29/2003. Renewal due 7/29/2007. |
| SOURCE SERVICES | 1,948,568 | 10 | 01/16/96 | 11/25/94 | Employment counseling, guidance and placement services, namely, the permanent and temporary placement of personnel | Registered. § 8 and § 15 Affidavit due 1/15/2002. Renewal due 1/15/2006. |
| SOURCE STAFFING | 75/152,063 | 20 | N/A | 08/19/96 (ITU appl'n) | Employment opportunity and placement services for placement of administrative and office clerical personnel in Int'l Class 35 | Pending Application. Notice of Allowance mailed July 22, 1997. Received specimens but need dates of first use from client. File Statement of Use by January 22, 1998. |
| SOURCE TEMPS | 1,720,659 | 5 | 09/29/92 | 01/13/92 | Temporary employment services for accounting and financial personnel | Registered. File § 8 and § 15 Affidavit by 9/28/98. File Renewal by 9/28/2002. |

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

To: The Honorable Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

REQUEST FOR RECORDATION OF ASSIGNMENT

Sir:

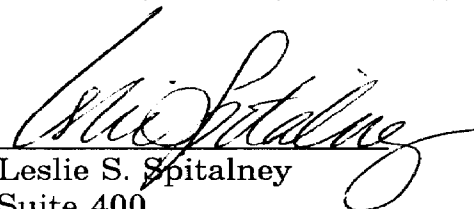
Enclosed for recordal are the Articles of Merger, the Certificate of Merger and the Articles of Amendment to the Articles of Incorporation of Romac International, Inc. in connection with the merger of Source Services Corporation, a Texas corporation into Romac International, Inc., a Florida corporation. The recordal fees prescribed in 37 C.F.R. § 2.6(b)(6) are submitted herewith.

Please return the recorded assignment to the undersigned.

Respectfully submitted,

HOLLAND & KNIGHT LLP

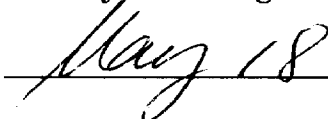
By:



Leslie S. Spitalney
Suite 400
2100 Pennsylvania Avenue, N.W.
Washington, D.C. 20037
(202) 955-3000

Attorney for Assignee

Dated:

, 1998

WAS1-344420

TRADEMARK
REEL: 1835 FRAME: 0416



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1998

HOLLAND & KNIGHT
TALLAHASSEE, FL

Re: Document Number P94000061204

The Articles of Merger were filed April 20, 1998, for ROMAC INTERNATIONAL, INC., the surviving Florida corporation.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Joy Moon-French
Corporate Specialist
Division of Corporations

Letter Number: 598A00021171

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on April 20, 1998, for ROMAC INTERNATIONAL, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P94000061204.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of April, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER BETWEEN
ROMAC INTERNATIONAL, INC.
AND
SOURCE SERVICES CORPORATION

FILED

98 APR 20 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Romac International, Inc., a Florida corporation, which will be the surviving corporation ("Survivor") and Source Services Corporation, a Delaware corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

ARTICLE II

The name of the surviving corporation is Romac International, Inc., a Florida corporation.

ARTICLE III

The effective date of the Merger shall be April 20, 1998.

ARTICLE IV

The Plan of Merger was adopted at meetings of the Board of Directors of Survivor on January 30, 1998 and February 12, 1998. Approval by the shareholders of the Survivor is not required pursuant to Florida Statutes Section 607.1103.

ARTICLE V

The Plan of Merger was approved at a meeting of the Board of Directors of the Merging Corporation. The Plan of Merger was adopted at a special meeting of the shareholders of the Merging Corporation on April 20, 1998.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 20th day of April, 1998.

ROMAC INTERNATIONAL, INC.

By: 

Its: Chief Executive Officer

David Dunkel

SOURCE SERVICES CORPORATION

By: 

Its: Secretary

Richard Dupont

TRADEMARK

REEL: 1835 FRAME: 0419

Exhibit A

PLAN OF MERGER

Romac International, Inc., a Florida corporation ("Acquiror") and Source Services Corporation, a Delaware corporation ("Target"), hereby adopt the following Plan of Merger, dated April 20, 1998, pursuant to Section 607.1107 of the Florida Business Corporation Act.

(a) The name of the merging corporation is Source Services Corporation. Target shall merge into Acquiror. The name of the corporation surviving the merger of Target with and into Acquiror is Romac International, Inc.

(b) The effective date of the merger (the "Effective Date") shall be April 20, 1998.

(c) The general terms and conditions of the merger are as follows:

On the Effective Date, the separate existence of Target shall cease and Acquiror shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target. Acquiror shall thereafter be responsible and liable for all obligations of Target, and neither the rights of the creditors nor any liens on the property of Target shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

On the Effective Date, by virtue of the merger and without any action on the part of Acquiror, each issued and outstanding share of Target common stock, except common stock that is owned by the Target, the Acquiror, or any subsidiary of either entity, shall be converted into the right to receive 1.1351 shares of Acquiror common stock, par value \$.01 per share. All other shares of Target common stock shall be cancelled and extinguished and cease to be outstanding. Each share of Acquiror common stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

(f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1998

HOLLAND & KNIGHT
TALLAHASSEE, FL

Re: Document Number P94000061204

The Articles of Amendment to the Articles of Incorporation for ROMAC INTERNATIONAL, INC., a Florida corporation, were filed on April 20, 1998.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Joy Moon-French
Corporate Specialist
Division of Corporations

Letter Number: 698A00021172

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 20, 1998, to Articles of Incorporation for ROMAC INTERNATIONAL, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is P94000061204.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of April, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ROMAC INTERNATIONAL, INC.**

FILED

98 APR 20 PM 3: 33

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Romac International, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

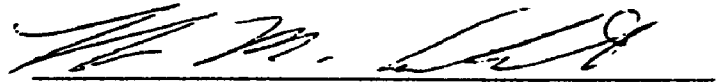
FIRST: The name of the Corporation is Romac International, Inc.

SECOND: Article V, entitled Capital Stock, is hereby amended to increase the authorized common stock, par value \$.01 per share, of the Corporation from 100 million to 250 million shares.

THIRD: The foregoing amendment was duly adopted by the board of directors on February 12, 1998 and the holders of a majority of the outstanding common stock of the Corporation on April 20, 1998.

FOURTH: The number of votes cast for the amendment by the shareholders of the Corporation constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 20th day of April, 1998.



**Thomas M. Calcaterra, Secretary
and Chief Financial Officer**

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SOURCE SERVICES CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ROMAC INTERNATIONAL, INC." UNDER THE NAME OF "ROMAC INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 1998, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2885769 8100M

981148753

AUTHENTICATION: 9034481

DATE: 04/20/98

TRADEMARK
 REEL: 1835 FRAME: 0424

**CERTIFICATE OF MERGER
OF
SOURCE SERVICES CORPORATION
INTO
ROMAC INTERNATIONAL, INC.**

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

Romac International, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent business entities is:

- (a) Source Services Corporation, a Delaware corporation; and
- (b) Romac International, Inc., a Florida corporation.

2. The Agreement and Plan of Merger, dated as of February 1, 1998, as amended, (the "Agreement") has been approved, adopted, certified, executed and acknowledged by Romac International, Inc. and Source Services Corporation in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Romac International, Inc.

4. The merger shall become effective as of April 20, 1998.

5. The articles of incorporation of Romac International, Inc. shall be the articles of incorporation of the surviving corporation.

6. The surviving corporation is a corporation of the State of Florida.

7. The executed Agreement is on file at the principal place of business of Romac International, Inc., 120 West Hyde Park Place, Suite 150, Tampa, Florida 33606.

8. A copy of the Agreement will be furnished by Romac International, Inc. on request and without cost, to any stockholder of either Romac International, Inc. or Source Services Corporation.

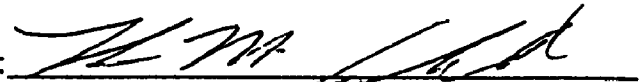
9. Romac International, Inc. hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Source, as well as for enforcement of any obligation of Romac International, Inc. arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware, and Romac International, Inc. hereby irrevocably appoints

the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Romac International, Inc. at the following address: 120 West Hyde Park Place, Suite 150, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned, Thomas M. Calcaterra, the Secretary of Romac International, Inc., for the purpose of effectuating the merger of Source Services Corporation with and into Romac International, Inc. pursuant to the Delaware General Corporation under penalties of perjury does hereby declare and certify that this is the act and deed of Romac International, Inc. and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger as of the 20th day of April, 1998.

ROMAC INTERNATIONAL, INC.

By:



Thomas M. Calcaterra, Secretary

CERTIFICATE OF DELIVERY

I hereby certify that this Request for Recordation of Assignment is being hand-delivered to the Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia this 15th day of May, 1998.



Leslie S. Spitalney



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

AUGUST 06, 1998

PTAS



100731137A

HOLLAND & KNIGHT LLP
LESLIE S. SPITALNEY, ESQ.
2100 PENNSYLVANIA AVE., N.W., SUITE 400
WASHINGTON, DC 20037

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT**

DOCUMENT ID NO.: 100731137

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. INSUFFICIENT FEE SUBMITTED, AUTHORIZATION TO CHARGE NOT GRANTED. ADDITIONAL FEE REQUIRED IS \$65 .

KIMBERLY WHITE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

**TRADEMARK
REEL: 1835 FRAME: 0428**



12-21-1998

U.S. Patent & TMOc/TM Mail Rcpt Dt. #26



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

DECEMBER 04, 1998

PTAS



100798677A

HOLLAND & KNIGHT LLP
LESLIE S. SPITALNEY, ESQ.
2100 PA. AVE., NW
SUITE 400
WASHINGTON, DC 20037

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

TRADEMARK FILE PROCESSING
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1998 DEC 21 P 1:01
U.S. PATENT &
TRADEMARK OFFICE

DOCUMENT ID NO.: 100798677

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

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- 1. INSUFFICIENT FEE SUBMITTED, AUTHORIZATION TO CHARGE NOT GRANTED. ADDITIONAL FEE REQUIRED IS \$65 .

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

12/21/98 - per Steven Post - fee has been paid. Will proceed with recording