



RECORD
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02-03-1999

Docket No.:

01-22-1999



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U.S. Patent & TMOfc/TM Mail Rcpt Dt. #54

To 1

Patents and Tr

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original documents or copy thereof.

1. Name of conveying party(ies):

1.22.99

Western Staff Services, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 31, 1998

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

D

Name: Westaff, Inc.

Internal Address:

Street Address: 301 Lennon Lane

City: Walnut Creek State: CA ZIP: 94598

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,009,578

1,942,774

Additional numbers attached? Yes No

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

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Boulevard, Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

02/02/1999 DNGUYEN 00000167 1009578

DO NOT USE THIS SPACE

01 FC:401 40.00 OP
02 FC:402 25.00 OP

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.

Robert D. Hovey

Name of Person Signing

Robert D. Hovey
Signature

1/19/99
Date

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

3

TRADEMARK

REEL: 1847 FRAME: 0523

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 AMENDMENT OF "WESTERN STAFF SERVICES, INC.", CHANGING ITS NAME FROM "WESTERN STAFF SERVICES, INC." TO "WESTAFF, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998, AT 8:30 O'CLOCK A.M.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2433384 8100

981388432

AUTHENTICATION: 9343025

DATE: 10-07-98

TRADEMARK
REEL: 1847 FRAME: 0524

**CERTIFICATE OF AMENDMENT
OF
THE THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WESTERN STAFF SERVICES, INC.**

Western Staff Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That by a unanimous written consent of the Board of Directors of Western Staff Services, Inc. (the "Corporation"), dated as of July 16, 1998, resolutions were duly adopted setting forth a proposed amendment of the Third Amended And Restated Certificate Of Incorporation of the Corporation, declaring that amendment to be advisable and calling a special meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

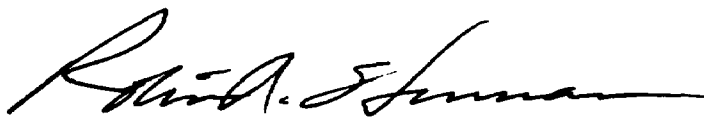
RESOLVED, that, subject to the approval of the stockholders of the Corporation, Article FIRST of the Third Amended And Restated Certificate Of Incorporation of the Corporation be, and it hereby is, amended to read in full as follows:

"FIRST. The name of the Corporation is Weststaff, Inc. (the Corporation)."

2. That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

3. That the amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Robin A. Herman, Senior Vice President and Secretary, and Bonnie A. McDonald, Vice President and Assistant Secretary, respectively, of the Corporation, on this 31st day of August, 1998.



Robin A. Herman,
Senior Vice President and Secretary

Attest:



Bonnie A. McDonald
Vice President and Assistant Secretary

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