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Docket No.:



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original documents or copy there of

To the Hon

U.S. Patent & TMO/ TM Mail Rcpt. #54

and

1. Name of

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

Western Staff Services (USA), Inc.

Name: Westaff (USA), Inc.

1-22-99

Internal Address:

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

Street Address: 301 Lennon Lane

City: Walnut Creek State: CA ZIP: 94598

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

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State California

Other

3. Nature of conveyance:

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

Execution Date: September 15, 1998

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

A. Trademark Application No.(s)

75/260,553 75/435 188
75/435,185 75/523 278

B. Trademark Registration No.(s)

*See
Attached
Exhibit A

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 24

Name: Robert D. Hovey

7. Total fee (37 CFR 3.41): \$ 615.00

Internal Address: Hovey, Williams, Timmons & Collins

Enclosed

Authorized to be charged to deposit account

Street Address: 2405 Grand Boulevard, Suite 400

8. Deposit account number:

19-0522

City: Kansas City

State: MO ZIP: 64108

02/02/1999 BNGUYEN 00000166 75260553

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
575.00 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

Signature

1-19-99

Date

Total number of pages including cover sheet, attachments, and document: 5

**CHANGE OF NAME FROM
WESTERN STAFF SERVICES (USA), INC. TO
WESTAFF (USA), INC.**

Exhibit A

702,384	1,548,592
979,635	1,767,600
994,865	1,829,576
1,060,473	1,855,940
1,130,107	1,948,222
1,133,368	1,952,372
1,143,652	1,961,476
1,155,840	2,033,190
1,487,729	2,094,615
1,518,233	2,213,814

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
WESTERN STAFF SERVICES (USA), INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California


SEP 24 1998


PHIL JONES, Secretary of State

We, Michael K. Phippen, President and Chief Operating Officer, and Robin A. Herman, Senior Vice President and Secretary, of WESTERN STAFF SERVICES (USA), INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That we are officers of Western Staff Services (USA), Inc., a California corporation.
2. That the Board of Directors has approved that the articles be amended to read as set forth in full in the Restated Articles Of Incorporation Of Weststaff (USA), Inc., attached hereto.
3. That the sole shareholder has adopted the Restated Articles Of Incorporation by written consent, signed by the sole shareholder in accordance with Section 902 of the California Corporations Code.

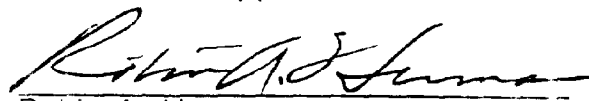
IN WITNESS WHEREOF, the undersigned have executed this Certificate this 15th day of September, 1998.


Michael K. Phippen
President and Chief Operating Officer


Robin A. Herman
Senior Vice President and Secretary

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his or her own knowledge and that this declaration was executed on September 15, 1998, at Walnut Creek, California.


Michael K. Phippen


Robin A. Herman

RESTATED
ARTICLES OF INCORPORATION
WESTAFF (USA), INC.

I

The name of this corporation is WESTAFF (USA), INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue only one class of shares of stock; and the number of shares which this corporation is authorized to issue is 100,000 shares. These shares have a par value of \$10.00.

IV

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V

This corporation is authorized to the fullest extent permissible under California law, to indemnify its agents as defined in Section 317 of the California Corporations Code, whether by bylaw, agreement, or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted Section 317 and to advance the defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 in the California Corporations Code.



State of California

SECRETARY OF STATE

*Ed
2 pages*

I, *BILL JONES*, Secretary of State of the State of California,
Hereby certify:

That the attached transcript has been compared with
the record on file in this office, of which it purports to
be a copy, and that it is full true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

_____ 1994



Bill Jones

Secretary of State