

MRD
10-6-99
RECORDS
OCT 06 1999
TF
To the Honorable Commissioner of P

10-13-1999



101167670

original documents or copy thereof.

i. Name of conveying party(ies):
Winston Franchise Corporation

- Individual(s)
- General Partnership
- Corporation - New York
- Association
- Limited Partnership
- Other

Additional name(s) of conveying party(ies) attached? Yes No 3.

Nature of conveyance:

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

Execution Date: December 23, 1996

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

Name: **Winston Staffing Services, Inc.**
Address: 535 Fifth Avenue
New York, New York 10017-3663

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - New York
- 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 number(s):

A. Trademark Applications

B. Trademark Registrations

Mark	Reg. No.
ROTH YOUNG (Stylized)	1,121,556
ROTH YOUNG and Map Design	1,120,697
DIVISION 10	1,116,173
ROTH YOUNG	880,634

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.
Street Address: 805 Third Avenue, 27th Floor
City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE
Date: 10/6/99 Label No. EM 595862302

I hereby certify that, on the date indicated above I deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington D.C. 20231 by Express Mail Post Office to Addressee service.

D B Peck D B Peck

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(Attach duplicate copy of this page if paying by deposit account)

Name (Print)

Signature

DO NOT USE THIS SPACE

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.

Amanda Laura Nye
Name of Person Signing

Signature

October 6, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

10/13/1999 DNGUYEN 00000044 1121556

01 FC:481
02 FC:482

40.00 OP
75.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231o

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 30 1996



Special Deputy Secretary of State

DOS-1266 (5/96)

F 961 226000 207

**CERTIFICATE OF MERGER
OF
WINSTON COSMOPOLITAN, INC.
AND
WINSTON FRANCHISE CORPORATION
AND
WINSTON STAFFING SERVICES, INC.
INTO
WINSTON STAFFING SERVICES, INC.**

UNDER SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

1. The Board of Directors of each of the constituent corporations has duly adopted an agreement and plan of merger setting forth the terms and conditions of the merger of said corporations.

2. The name of the domestic constituent corporation which is to be the surviving corporation, and which is hereinafter referred to as the "Surviving Corporation," is **WINSTON STAFFING SERVICES, INC.** The date upon which its certificate of incorporation was filed by the Department of State is January 3, 1994.

3. The name of the other domestic constituent corporation, which is being merged into the Surviving Corporation, and which is hereinafter referred to as a "Terminating Corporation," is **WINSTON FRANCHISE CORPORATION**. The date upon which its certificate of incorporation was filed by the Department of State is April 21, 1978.

4. The name of the foreign constituent corporation, which is being merged into the Surviving Corporation, and which is also hereinafter referred to as a "Terminating Corporation," is **WINSTON COSMOPOLITAN, INC.**, a Delaware corporation. The date of its incorporation is August 10, 1994.

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TRADEMARK

REEL: 001973 FRAME: 0504

The laws of the State of Delaware permit a merger of the kind certified herein.

An Application for Authority in the State of New York for WINSTON COSMOPOLITAN, INC. to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on August 31, 1994.

5. As to each constituent corporation, the agreement and plan of merger sets forth the designation and number of outstanding shares of each class and series and the specification of the classes and series entitled to vote on the agreement and plan of merger as follows:

(a) WINSTON STAFFING SERVICES, INC. has 100 outstanding shares of Common Stock, with a par value of \$.01 per share, all of which are entitled to vote.

(b) WINSTON FRANCHISE CORPORATION has 1 outstanding share of Common Stock without par value, all of which is entitled to vote.

(c) WINSTON COSMOPOLITAN, INC. has 100 outstanding shares of Common Stock, with a par value of \$.01 per share, all of which are entitled to vote.

6. The merger herein certified was authorized in respect of the Surviving Corporation by the written consent of the sole holder of all of the outstanding shares of the Surviving Corporation entitled to vote on the agreement and plan of merger.

7. The merger herein certified was authorized in respect of the Terminating Corporations by the written consent of the respective sole holders of all outstanding shares of the Terminating Corporations entitled to vote on the agreement and plan of merger. Such consents comply with the requirements of the laws of the State of New York and Delaware.

8. The Board of Directors of each of the constituent corporations has duly adopted an agreement and plan of merger setting forth the terms and conditions of the merger of said corporations, and the shareholders of each of the constituent corporations have approved and authorized said agreement and plan of merger. The merger is permitted by the laws of the States of New York and Delaware and is in compliance therewith.


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9. The effective date of the merger herein certified shall be December 31, 1996.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Signed on December 23, 1996.


WINSTON COSMOPOLITAN, INC.
(a Delaware corporation)

By: 
Gregg Rugler, Vice President



David Silver, Secretary

WINSTON FRANCHISE CORPORATION
(a New York corporation)

By: 
Gregg Rugler, Vice President


David Silver, Secretary

WINSTON STAFFING SERVICES, INC.
(a New York corporation)

By: 
Gregg Rugler, Vice President


David Silver, Secretary

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CERTIFICATE OF MERGER
OF
WINSTON COSMOPOLITAN, INC.
AND
WINSTON FRANCHISE CORPORATION
AND
WINSTON STAFFING SERVICES, INC.
INTO
WINSTON STAFFING SERVICES, INC.

REC'D
JUL 20 PM '96

UNDER SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW

icc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 26 1996

TAX \$

BY:

SAC

New York

REC'D
12/26/96
12:00 PM

Filed By:

NEWMAN TANNENBAUM HELPERN
SYRACUSE & HIRSCHTRITT LLP
900 Third Avenue
New York, New York 10022
(212) 508-6700

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[Handwritten signature]

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** TOTAL PAGE.05 **