

12-16-1999

FORM PTO-1594  
1-31-92

M/W  
11/29/99



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101223835

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Ecco Staffing Services, Inc.

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

2. Name and address of receiving party(ies):  
Name: Adia Services, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 100 Redwood Shores Parkway  
City Redwood City State CA ZIP 94065

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 \_\_\_\_\_

Execution Date: nunc pro tunc December 24, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes       No  
 (Designation 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 Application No.(s)  
Additional numbers attached?  Yes       No

B. Trademark registration No.(s)  
1,880,838  
Additional numbers attached?  Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: George C. Limbach  
Internal Address: Limbach & Limbach L.L.P.  
Street Address: 2001 Ferry Building  
City, State, ZIP: San Francisco, California 94111  
Telephone: (415) 433-4150  
Facsimile: (415) 433-8716  
Attorney Docket No. ADI-3230 USA  
12/15/1999 DNGUYEN 00000027 1880838

6. Total number of applications and registrations involved: 1  
7. Total fee (37 CFR 3.41):.....\$ 40.00  
 Enclosed  
 Charge \$40.00 recordal fee to Deposit Account No. 12-1420  
 Authorized to be charged to deposit account  
 8. Deposit account number: 12-1420  
 (Attach duplicate copy of this page if paying by deposit account)

01 FC-481      40.00 NP      **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.  
  
George C. Limbach  
Name of Person Signing

George C. Limbach      Nov 24 1999  
Signature      Date  
Total number of pages including cover sheet, attachments and document: 9

OMB No. 0651-0011 (exp 4/94)

**Do not detach this portion**

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20213, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

# ASSIGNMENT OF U.S. TRADEMARK AND RELATED REGISTRATION

THIS ASSIGNMENT OF U.S. TRADEMARK AND RELATED REGISTRATION (this "Assignment"), effective *nunc pro tunc* as of December 24, 1997, is from Ecco Staffing Services, Inc., a New York corporation with an address of 902 Broadway, New York, New York 10010 ("Assignor") to Adia Services, Inc., a California corporation with an address of 100 Redwood Shores Parkway, Redwood City, California 94065 ("Assignee").

## W I T N E S S E T H:

WHEREAS, Assignor and Assignee have heretofore entered into a Certificate of Merger, dated as of December 24, 1997;

WHEREAS, Assignor desires to assign to Assignee all right, title and interest in and to U.S. Trademark Registration No. 1,880,838 (the "Trademark"), together with any and all goodwill of the business associated with the Trademark;

WHEREAS, Assignee desires to acquire the Trademark and all goodwill of the business associated therewith from Assignor; and

WHEREAS, Assignor and Assignee desire to confirm of record the Assignment to Assignee.

NOW, THEREFORE, for and in consideration of the foregoing recitals (which are part of this Assignment), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignor hereby assigns to Assignee all right, title and interest in and to the Trademark, together with (i) the goodwill and the business symbolized by the Trademark and (ii) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Trademark.
2. Assignor further agrees without further consideration to cause to be performed such other lawful acts and to be executed such further assignments and other lawful documents as Assignee may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Trademark and all other rights hereby conveyed.

IN WITNESS WHEREOF, the parties have caused this Action to be duly executed by their respective authorized representatives.

ASSIGNOR

**ECCO STAFFING SERVICES, INC.**

By: Debbie Pond-Heide

Name: DEBBIE POND-HEIDE

Title: PRESIDENT

APPROVED AND ACCEPTED BY:

ASSIGNEE:

**ADIA SERVICES, INC.**

By: Mark Eaton

Name: MARK EATON

Title: VICE PRESIDENT/CFO

State of New York }  
Department of State }<sup>ss:</sup>

*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 29 1997



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

To: Secretary of State

Date: 12/22/97

Name of Corporation

ECCO STAFFING SERVICES, INC.

ID# 13-3176157 AA3

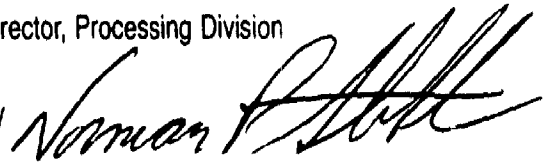
Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into ADIA SERVICES, INC. (CA) - If filed on or before 3/22/98.

Certificate and fee are attached.

Filed by: CT

Director, Processing Division

By



White-Department of State

Yellow-Department of State

Pink-Taxpayer

19712290007

F-97119240 412

CT-07

**CERTIFICATE OF MERGER  
OF  
ECCO STAFFING SERVICES, INC.  
WITH AND INTO  
ADIA SERVICES, INC.**

CT-07

**UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW**

We, the undersigned, Debbie Pond-Heide and Mark R. Eaton, being respectively the president and the secretary of ECCO STAFFING SERVICES, INC., a New York corporation, and John P. Bowmer and Doreen R. Penfield, being respectively the president and the secretary of ADIA SERVICES, INC., a California corporation hereby certify:

1. ADIA SERVICES, INC., a corporation of the State of California owns all of the outstanding shares of ECCO STAFFING SERVICES, INC., a corporation of the State of New York. ECCO STAFFING SERVICES, INC. was formed under the laws of the State of New York under the name OFFICE TEMPORARIES, INC., on September 30, 1983.

2. As to each subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
ECCO STAFFING SERVICES, INC.	Common 200	200

3. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

2

4.

(a) The certificate of incorporation of ECCO STAFFING SERVICES, INC. was filed in the Department of State on the 30th day of September, 1983.

(b) ADIA SERVICES, INC., was incorporated under the laws of the State of California on the 25th day of April, 1972. ADIA SERVICES, INC. filed an application to conduct business in the State of New York on August 28, 1981.

(c) The merger is permitted by the laws of the State of California and is in compliance therewith.

5. ADIA SERVICES, INC. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 100 Redwood Shores Parkway, Redwood City, CA 94065.

Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

6. ADIA SERVICES, INC. agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

7. The merger shall be effective when filed.

8. The merger was approved in accordance with the laws of the State of incorporation of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 17th day of

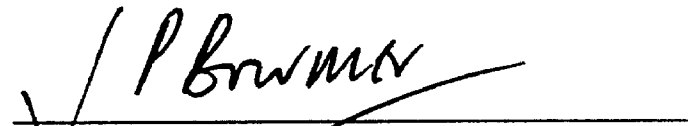
December, 1997 and the statements contained therein are affirmed as true under penalties of perjury.

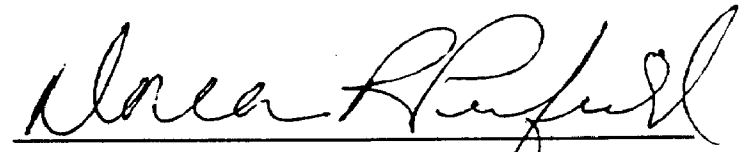
ECCO STAFFING SERVICES, INC.

  
Debbie Pond-Heide, President

  
Mark R. Eaton, Secretary

ADIA SERVICES, INC.

  
John P. Bowmer, President

  
Doreen R. Penfield, Secretary



