

MRD 1-3-00



To the Honorable Commissioner of I

101237182

J original documents or copy thereof.

i. Name of conveying party(ies):  
**Winston Resources, Inc.**

Individual(s)                     Association  
 General Partnership            Limited Partnership  
 Corporation                         Other

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

Name: **Winston Resources Acquisition Corporation**  
Address: **535 Fifth Avenue**  
**New York, New York 10017-3663**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation  
 Other

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

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

3. Nature of conveyance:

Assignment                         Merger  
 Security Agreement             Change of Name  
 Other

Execution Date: November 16, 1999

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

A. Trademark Applications

Mark	Application No.
FITNESS TEMPS & Design	75/360,836
WINSTON LEGAL STAFFING	75/516,663

B. Trademark Registrations

Mark	Reg. No.
WINSTON STAFFING SERVICES	2,205,201
WIN-TEMPS	1,210,869
ACCOUNTS TODAY	1,637,774
Sunburst & Design	1,232,136
WINSTON PERSONNEL & Design	1,223,643
WINSTON	1,491,432
WINSTON RESOURCES	1,491,431
WIN-PAY	2,181,350

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

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41):.....\$265.00

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)

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.

S. Peter Ludwig  
Name of Person Signing

Signature

December 29, 1999

Date

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

6

01/03/2000 TTON11 00000133 2205201

01 FC:481 40.00 OP  
02 FC:482 225.00 OP

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 202310

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 OWNERSHIP, WHICH MERGES:

"WINSTON RESOURCES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "WINSTON RESOURCES ACQUISITION CORPORATION"  
UNDER THE NAME OF "WINSTON RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 1999, AT 3:45 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

3113007 8100M  
991477124

AUTHENTICATION: 0072699  
DATE: 11-09-99

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 03:45 PM 11/09/1999  
 991477124 - 3113007

(TUE) 11. 9 '99 16:14/ST. 16:13/NO. 4861863716 P 3

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**WINSTON RESOURCES, INC.**

(a Delaware corporation)

with

**WINSTON RESOURCES ACQUISITION CORPORATION**

(a Delaware corporation)

Winston Resources Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby certifies:

1. The Corporation (sometimes referred to hereinafter as the "Corporation") is a corporation incorporated under the laws of the State of Delaware.

2. The Corporation, is the owner of more than 90% of the outstanding shares of common stock, par value \$.01 per share, of Winston Resources, Inc., a corporation incorporated under the laws of the State of Delaware ("WRI"), and the WRI Common Stock is the only outstanding capital stock of WRI.

3. The following preambles and resolutions were duly adopted as of the 5th day of November, 1999, by the Board of Directors of the Corporation:

WHEREAS, the Board of Directors deems that, in furtherance of the "second-step transaction" (the "Second-Step Transaction") described in the schedules, applications and other documents relating to the tender offer by the Corporation's subsidiary, Winston Resources, Inc., a Delaware corporation ("WRI"), filed and sent to its shareholders in accordance with the rules and regulations of the Securities and Exchange Commission (the "Tender Offer"), it is in the best interest and for the benefit of the Corporation that WRI merge with and into the Corporation, with the Corporation as the sole surviving corporation (the "Merger"); and

WHEREAS, the Corporation owns approximately 92.7% of the outstanding shares of common stock, par value \$.01 per share, of WRI (the "WRI Common Stock"); and

WHEREAS, in connection with the Merger, the Board of Directors deems it further to be in the best interest and for the benefit of the Corporation that the Corporation pay, or cause WRI to pay, to holders of certain options to acquire WRI Common Stock under WRI's stock option plans, not previously surrendered,

FROM

(TUE) 11. 9 '99 17:16/ST. 17:14/NO. 4361863735 F 4

FROM

(TUE) 11. 9 '99 16:15/ST. 16:13/NO. 4861863718 F 4

which have been cancelled by WRI in connection with the Second-Step Transaction and which by virtue of the Merger might be deemed options to acquire common stock in the Corporation, cash in cancellation of such options at a price and in the manner described in the terms of the Tender Offer and to confirm the cancellation of such stock option plans by WRI; [it is therefore]

RESOLVED, that WRI merge with and into the Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware, such that the Corporation shall be the sole surviving corporation from and after the effective date of the Merger (the Corporation, in such capacity, is sometimes referred to hereinafter as the "surviving corporation"), and that said surviving corporation change its name to Winston Resources, Inc., such that the Corporation, as the surviving corporation, shall continue to exist as said surviving corporation under the name, "Winston Resources, Inc."; and it is

FURTHER RESOLVED, that under the terms of the Merger, each share of WRI Common Stock issued and outstanding at the effective time of the Merger is hereby deemed to be cancelled, and such shares (other than shares held by the Corporation and shares held by dissenting stockholders) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive \$4.625 in cash, net to the seller, without any interest thereon (the "Merger Consideration"), as described in the Tender Offer; and it is

FURTHER RESOLVED, that each share of the Corporation's issued and outstanding common stock at the effective time of the Merger shall remain outstanding and unaffected by the Merger, and without any action on the part of the holder thereof, shall remain a validly issued, fully paid and nonassessable share of common stock of the surviving corporation; and it is

FURTHER RESOLVED, that notwithstanding the foregoing, shares of WRI Common Stock issued and outstanding at the effective time of the Merger (other than shares held by the Corporation) and which are held by stockholders who comply with the provisions of Section 262 of the General Corporation Law of the State of Delaware, shall not be converted into or be exchangeable for the right to receive the Merger Consideration, unless and until such persons fail to perfect or effectively withdraw or lose their rights to payment under the General Corporation Law in which case the shares of such holders shall thereupon be deemed to have been converted into and to have become exchangeable for, upon the effective time of the Merger, the right to receive the Merger Consideration; and it is

FURTHER RESOLVED, that upon effectiveness of the Merger, the name of the Corporation shall be changed to "Winston Resources, Inc." and Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to read as follows:

"FIRST. The name of this corporation shall be  
WINSTON RESOURCES, INC."

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FROM

(TUE) 11. 9 '99 17:16/ST. 17:14/NO. 4861865718 P -5

FROM

(TUE) 11. 9 '99 16:15/ST. 16:15/NO. 4861865718 P 5

; and it is

FURTHER RESOLVED, that, at the effective time of the Merger, the Corporation shall designate a bank or trust company to act as exchange agent in connection with the merger (the "Exchange Agent") and take all steps necessary to provide the Exchange Agent with the funds necessary to cause the Corporation to make payments of Merger Consideration with respect to shares of WRI Common Stock and to cause the Exchange Agent to mail to recordholders of shares outstanding at the effective time of the Merger (other than shares held by the Corporation) a form letter of transmittal and instructions for use in effecting the surrender of certificates representing such shares for payment therefor; and it is

FURTHER RESOLVED, that, in connection with the Merger, as described in the terms of the Tender Offer, the Corporation shall pay, or cause to be paid, as necessary, to the holders of certain options to acquire shares of WRI Common Stock pursuant to WRI's stock option plans cancelled by WRI in connection with the Second-Step Transaction, which, by virtue of the merger, might be deemed options to acquire common stock in the Corporation, cash in cancellation of such options at the price and in the manner described in the terms of the Tender Offer, and to thereupon confirm the cancellation of such stock option plans by WRI in accordance with the terms of such plans; and it is

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge WRI into the Corporation as the surviving corporation and rename the surviving corporation, Winston Resources, Inc., and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever within the State of Delaware or in any other jurisdiction necessary or proper to effect the Merger; and it is

FURTHER RESOLVED, that the Corporation enter into and cause to be made and executed all documents and take all actions deemed necessary or advisable by any of the officers of the Corporation in connection with or as contemplated by the Second-Step Transaction for the purposes of appointing or engaging the Exchange Agent, effecting the surrender and exchange for payment of certificates representing shares convertible or exchangeable into the Merger Consideration, making payment, or causing to be made payment, in cash, in exchange for the cancellation by WRI of certain stock options to acquire shares of WRI Common Stock, and otherwise carrying out or effecting all things necessary to bring into effect any and all transactions contemplated under the Second-Step Transaction, including without limitation, the merger, the cancellation of shares and options, and the conversion and payment for shares convertible or exchangeable into the Merger Consideration; and it is

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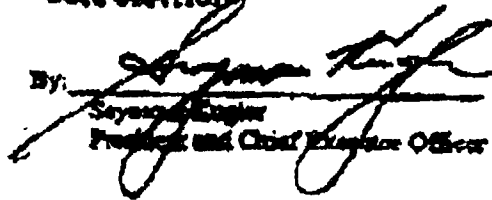
FURTHER RESOLVED, that the Corporation enter into and execute all documents and take all actions deemed necessary or advisable by any of the appropriate officers of the Corporation in connection with or in consummating the Second-Step Transaction to ensure that all assets and liabilities of WRI will become assets and liabilities of the Corporation after giving effect to the Second-Step Transaction, including, without limitation, executing and filing documents at the U.S. Patent and Trademark Office and obtaining any consent deemed necessary or advisable by any of such officers; and it is

FURTHER RESOLVED, that any and all actions heretofore taken by any of the officers of the Corporation, or any officer of WRI, as the predecessor corporation, within the terms of the foregoing resolutions be, and they hereby are, ratified and confirmed in all respects as the act and deed of the Corporation; and it is

FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized and directed to certify under the seal of this Corporation the adoption of the foregoing preambles and resolutions, and any person to whom such certified resolutions are delivered shall be entitled to rely upon such certification until written notice of modification or rescission has been furnished to and received by such person.

Signed on November 9, 1999

WINSTON RESOURCES ACQUISITION CORPORATION

By:   
Secretary, Treasurer  
President and Chief Executive Officer