

MRD 1-300



To the Honorable Commissioner

101237184

ached original documents or copy thereof.

i. Name of conveying party(ies):
Winston Staffing Services, Inc. and Winston Staffing Services, LLC

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: November 16, 1999

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

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

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other - Limited Liability Company

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
ROTH YOUNG PRIORITY SEARCH	1,512,989
ALPHA	1,578,068
ALFA (New York State)	17120

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: 7

7. Total fee (37 CFR 3.41):.....\$190.00
 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 00000135 112150~~

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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

F 991116000 893

CERTIFICATE OF MERGER
OF
WINSTON STAFFING SERVICES, INC.
AND
WINSTON STAFFING SERVICES, LLC
INTO
WINSTON STAFFING SERVICES, LLC

Under Section 1003 of the Limited Liability Company Law

NOV 16 2 33 PM '99

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 16 1999
TAXS _____
BY: PR

Handwritten mark

Filed By:

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

Handwritten signature

Court Ref # 483543

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991116000940
TRADEMARK

991116000893

0015

CERTIFICATE OF MERGER
OF
WINSTON STAFFING SERVICES, INC.
AND
WINSTON STAFFING SERVICES, LLC
INTO
WINSTON STAFFING SERVICES, LLC

Under Section 1003 of the Limited Liability Company Law

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge are as follows:

1. Winston Staffing Services, Inc. – New York; and
2. Winston Staffing Services, LLC – New York.

SECOND: The date when the initial articles of organization of Winston Staffing Services, LLC were filed with the Department of State was November 2, 1999, and the date when the Certificate of Incorporation of Winston Staffing Services, Inc. was filed with the Department of State was January 3, 1994.

THIRD: An Agreement and Plan of Merger relating to the above merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto.

FOURTH: The name of the surviving domestic limited liability company is: WINSTON STAFFING SERVICES, LLC.

FIFTH: The Secretary of State is designated as agent of the surviving domestic limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against the surviving domestic limited liability company served upon him or her is: Winston Staffing Services, LLC, 535 Fifth Avenue, New York, NY 10017-3663, Attention: President.

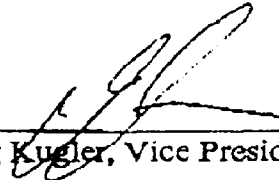
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SIXTH: The Agreement and Plan of Merger is on file at the following place of business of the surviving domestic limited liability company: Winston Staffing Services, LLC, 535 Fifth Avenue, New York, NY 10017-3663.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such Agreement and Plan of Merger.

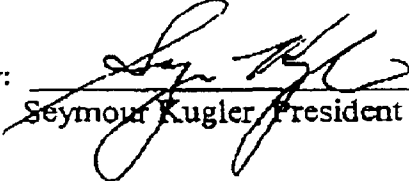
Dated: November 16, 1999

WINSTON STAFFING SERVICES, INC.

By: 
Gregg Kugler, Vice President

WINSTON STAFFING SERVICES, LLC

By: Winston Personnel, Inc. of N.J., as
Sole Member

By: 
Seymour Kugler, President

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 NOV 18 1999



A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

FILING RECEIPT

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ENTITY NAME: WINSTON STAFFING SERVICES, LLC

DOCUMENT TYPE: MERGER (DOM LLC)
PROCESS

COUNTY: NEWY

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

CONSTITUENT NAME: WINSTON STAFFING SERVICES, INC.

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FILED:11/16/1999 DURATION:***** CASH#:991116000940 FILM #:991116000893

ADDRESS FOR PROCESS

EFFECT DATE

THE LLC
ATTN PRESIDENT
NEW YORK, NY 10017-3663

535 FIFTH AVENUE

11/16/1999

REGISTERED AGENT

FILER	FEE	AMOUNT	PAYMENT TYPE	AMOUNT
-----	-----	145.00	PAYMENTS	145.00
TANNENBAUM HELPERN SYRACUSE ETAL	FILING	60.00	CASH	0.00
900 THIRD AVENUE	TAX	0.00	CHECK	0.00
NEW YORK, NY 10022	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	145.00
	HANDLING	75.00	BILLED	0.00
			REFUND	0.00

483543GIR

DOS-1025 (11/89)

TRADEMARK

RECORDED: 01/03/2000

REEL: 002005 FRAME: 0708