



MRD 1-3-00

To the Honorable Commissioner of I

original documents or copy thereof.

101237187

i. Name of conveying party(ies):  
**Winston Personnel, Inc. of N.J.**

- Individual(s)
- General Partnership
- Corporation
- 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: November 18, 1999

Name and address of receiving party(ies):

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

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

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

December 29, 1999

Date

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

5

01/03/2000 TT011 00000138 2205201

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

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

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**WINSTON PERSONNEL, INC. OF N.J.**

To: The Treasurer, the State of New Jersey

Pursuant to the provisions of Section 14A:9-5 of the New Jersey Business Corporation Act, the undersigned corporation hereby certifies the following Restated Certificate of Incorporation:

**FIRST:** The name of the corporation is WINSTON RESOURCES, INC.

**SECOND:** The purpose or purposes for which the corporation is organized are: to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

**THIRD:** The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) of the par value of one cent (\$.01) each. All such shares shall be common stock.

**FOURTH:** The address of the corporation's current registered office is: 830 Bear Tavern Road, Trenton, New Jersey 08628 and the name of its current registered agent at such address is: National Corporate Research, Ltd.

**FIFTH:** The number of directors constituting the current board of directors is three. The name and addresses of the directors are as follows:

<u>Names</u>	<u>Addresses (including zip code)</u>
1. Seymour Kugler	c/o Winston Resources, Inc. 535 Fifth Avenue New York, New York 10017-3663
2. Todd Kugler	c/o Winston Resources, Inc. 535 Fifth Avenue New York, New York 10017-3663
3. Eric Kugler	c/o Winston Resources, Inc. 535 Fifth Avenue New York, New York 10017-3663

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2 222 93

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4. Gregg Kugler

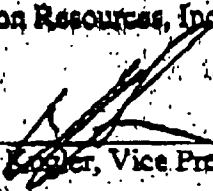
c/o Winston Resources, Inc.  
535 Fifth Avenue  
New York, New York 10017-3663

- Executions on the Following Page -

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Dated this 18 day of November, 1999.

**WINSTON PERSONNEL, INC. of N.J., now being renamed  
Winston Resources, Inc.**

By:   
Gregg Kessler, Vice President

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CERTIFICATE

REQUIRED TO BE FILED WITH THE  
RESTATED CERTIFICATE OF INCORPORATION

The undersigned corporation hereby certifies as follows:

1. Annexed hereto is a Restated Certificate of Incorporation ("Restated Certificate") of Winston Personnel, Inc. of N.J.;
2. The above name is the name of the corporation until changed by the Restated Certificate to Winston Resources, Inc.;
3. The Restated Certificate was adopted on November 15, 1999.
4. 100 shares of issued and outstanding stock of the corporation were entitled to vote on the Restated Certificate, all of which voted for its adoption.

WINSTON PERSONNEL, INC. OF N.J.

Dated: November 18, 1999

By: \_\_\_\_\_

Name: Greg Kugler  
Title: Vice President

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