

MRD 1-3-00

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To the Honorable Commissioner of

d original documents or copy thereof.

101237185

i. Name of conveying party(ies):

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

Winston Personnel, Inc. of N.J.

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

Name: **Winston Resources, Inc.**

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 18, 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

01/03/2000 TTON11 0000136 2205201 Total number of pages including cover sheet, attachments, and document:

6

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

State of Delaware
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"WINSTON RESOURCES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "WINSTON PERSONNEL, INC. OF N.J." UNDER THE NAME OF "WINSTON RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0094546

DATE: 11-19-99

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**CERTIFICATE OF MERGER
OF
WINSTON RESOURCES, INC.
(a Delaware corporation)
INTO
WINSTON PERSONNEL, INC. OF N.J.
(a New Jersey corporation)**

PURSUANT TO SECTION 252 OF THE GENERAL CORPORATION LAW OF DELAWARE

WINSTON RESOURCES, INC., a corporation organized and existing under the laws of the State of Delaware, previously known as WINSTON RESOURCES ACQUISITION CORPORATION (the "terminating corporation") and WINSTON PERSONNEL, INC. OF N.J., a corporation organized and existing under the laws of the State of New Jersey (the "surviving corporation," together with the terminating corporation, the "constituent corporations"), do hereby certify:

1. The name and state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
WINSTON RESOURCES, INC.	Delaware
WINSTON PERSONNEL, INC. OF N.J.	New Jersey

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is WINSTON PERSONNEL, INC. OF N.J., which will continue its existence as said surviving corporation and upon said merger becoming effective, the name of the surviving corporation will be changed to WINSTON RESOURCES, INC.

4. The Certificate of Incorporation of the surviving corporation, as the same shall be in force and effect on the effective date of the merger in the State of New Jersey and such Certificate, as amended and changed pursuant to the Restated Certificate of Incorporation attached to the Plan and Agreement of Merger to be filed with the New Jersey Department of Treasury relating to the within described merger shall be the Certificate of Incorporation of the surviving

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corporation and said Certificate of Incorporation shall continue in full force and effect until further amended or changed as permitted by the provisions of the New Jersey Business Corporation Act. Said Restated Certificate of Incorporation reflects the changes desired to the surviving corporation's Certificate of Incorporation.

5. The executed Plan and Agreement of Merger is on file at an office of the surviving corporation, the address of which is: 535 Fifth Avenue, New York, NY 10017-3663.

6. A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the constituent corporations.

7. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware. The surviving corporation does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 535 Fifth Avenue, New York, NY 10017-3663, Attention: President.

- Executions on the Following Page -

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IN WITNESS WHEREOF, this Certificate of Merger is hereby executed upon behalf of each of the constituent corporations as parties thereto.

Dated: November 18, 1999

WINSTON RESOURCES, INC.
a Delaware corporation

By: 
Todd Kugler, Vice President

WINSTON PERSONNEL, INC. OF N.J.,
a New Jersey corporation

By: 
Gregg Kugler, Vice President

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