

WRD 1-3-00



To the Honorable Commission:

101237186

Attached original documents or copy thereof.

i. Name of conveying party(ies):

Winston Resources, Inc.

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

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 18, 1999

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

Name: **Winston Personnel, Inc. of N.J.**
 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

Signature

December 29, 1999

Date

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

8

01/03/2000 TTON11 00000137 2205201

01 FC:481
02 FC:482

40.00 OP
225.00 OP

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

MRN
FILED

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CERTIFICATE OF MERGER

OF

State Treasurer

WINSTON RESOURCES, INC.
(a Delaware corporation)

AND

WINSTON PERSONNEL, INC. OF N.J. - 0100445883
(a New Jersey corporation)

To the Department of the Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-7 and 14A:10-4.1 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are WINSTON RESOURCES, INC., which is a business corporation organized under the laws of the State of Delaware, and WINSTON PERSONNEL, INC. OF N.J., which is a business corporation organized under the laws of the State of New Jersey.

2. WINSTON PERSONNEL, INC. OF N.J. will continue its existence as the surviving corporation pursuant to the provisions of the laws of the New Jersey Business Corporation Act. Upon said merger becoming effective, the name of the surviving corporation will be changed to WINSTON RESOURCES, INC.

3. Annexed hereto and made a part hereof is the Plan and Agreement of Merger (the "Plan") for merging WINSTON RESOURCES, INC. with and into WINSTON PERSONNEL, INC. OF N.J., as approved by the Board of Directors of each of said corporations.

4. The number of shares of WINSTON RESOURCES, INC. which were entitled to vote at the time of the approval of the Plan by its stockholders was 3,000, all of which are of one class. All of the stockholders of WINSTON RESOURCES, INC. entitled to vote approved the Plan pursuant to their written consent without a meeting of stockholders, and the number of shares represented by such consent is 3,000. The date of said approval and consents was November 15, 1999. No stockholder of WINSTON RESOURCES, INC. voted against approving the Plan.

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5. The number of shares of WINSTON PERSONNEL, INC. OF N.J. which were entitled to vote at the time of the approval of the Plan by its shareholders was 100, all of which are of one class. All of the shareholders of WINSTON PERSONNEL, INC. OF N.J. entitled to vote approved the Plan pursuant to their written consent without a meeting of shareholders, and the number of shares represented by such consent is 100. The date of said consents and approval was November 15, 1999. No stockholder of WINSTON PERSONNEL, INC. OF N.J. voted against approving the Plan.

6. The applicable provisions of the laws of the jurisdiction of organization of WINSTON RESOURCES, INC. relating to the merger of WINSTON RESOURCES, INC. with and into WINSTON PERSONNEL, INC. OF N.J. will have been complied with upon compliance with any of the filing and recording requirements thereof.

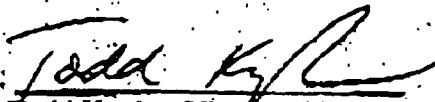
- Executions on the Following Page -


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

Executed on November 18, 1999.

WINSTON RESOURCES, INC.
(a Delaware corporation)

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

By: 
Todd Kugler, Vice President

By: 
Greg Kugler, Vice President

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER adopted by WINSTON PERSONNEL, INC. OF N.J., a New Jersey corporation, and its Board of Directors on November 15, 1999 and adopted by WINSTON RESOURCES, INC., previously known as WINSTON RESOURCES ACQUISITION CORPORATION, a Delaware corporation, and its Board of Directors on November 15, 1999.

WITNESSETH:

WHEREAS, WINSTON PERSONNEL, INC. OF N.J. is a New Jersey corporation with its registered office located in the City of Trenton, County of Mercer; and

WHEREAS, the total number of shares of stock which WINSTON PERSONNEL, INC. OF N.J. has authority to issue is 200, having a par value of \$.01 per share; and

WHEREAS, the total number of outstanding and issued shares of stock of WINSTON PERSONNEL, INC. OF N.J. is 100; and

WHEREAS, WINSTON RESOURCES, INC. is a Delaware business corporation with its registered office located in the City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which WINSTON RESOURCES, INC. has authority to issue is 3,000, all of which are of one class of voting Common Stock, having no par value; and

WHEREAS, the total number of outstanding and issued shares of stock of WINSTON RESOURCES, INC. is 3,000; and

WHEREAS, the State of Delaware permits a merger of a Delaware business corporation with and into a New Jersey corporation; and

WHEREAS, the State of New Jersey permits a merger of a Delaware business corporation with and into a New Jersey corporation; and

WHEREAS, WINSTON PERSONNEL, INC. OF N.J. and WINSTON RESOURCES, INC. have declared it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge WINSTON RESOURCES, INC. with and into WINSTON PERSONNEL, INC. OF N.J. pursuant to the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act.

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NOW THEREFORE, in consideration of the premises and the mutual agreements of the parties contained herein, and for other good and valuable consideration, being duly entered into by WINSTON PERSONNEL, INC. OF N.J. and approved by a resolution adopted by its Shareholders and Board of Directors and being duly entered into by WINSTON RESOURCES, INC. and approved by a resolution adopted by its Stockholders and Board of Directors, the terms and conditions of this Plan and Agreement of Merger are as follows:

1. WINSTON RESOURCES, INC. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the General Corporation Law of the State of Delaware, be merged with and into WINSTON PERSONNEL, INC. OF N.J. which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall change its name and continue to exist as said Surviving Corporation under the name WINSTON RESOURCES, INC. pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of WINSTON RESOURCES, INC., which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The present Certificate of Incorporation of WINSTON PERSONNEL, INC. OF N.J. is hereby amended and restated so as to read as set forth in the Restated Certificate of Incorporation annexed hereto which 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.

3. The by-laws of WINSTON PERSONNEL, INC. OF N.J. upon the effective date of the merger shall be the by-laws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be as follows, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation:

| | | |
|--|---|----------------|
| President, Chairman, CEO and Director | — | Seymour Kugler |
| Vice President and Director | — | Gregg Kugler |
| Vice President and Director | — | Todd Kugler |
| Vice President | — | David Silver |
| Secretary and Director | — | Eric Kugler |
| Chief Financial Officer | — | Jesse Ulezalka |

5. Immediately after the within described merger is effective, (a) first, all issued and outstanding shares of WINSTON PERSONNEL, INC. OF N.J. shall be cancelled, and (b) second, each previously issued and outstanding share of stock of the Terminating Corporation shall be converted into 1/30th of an issued and outstanding share of the Surviving Corporation. To the extent that the above conversion would result in the issuance of fractional shares of the Surviving Corporation, such fractional shares shall be issued by the Surviving Corporation, it being the intent that the existing stockholders of the Terminating Corporation have their shares converted into shares of the Surviving Corporation so that after the within described merger is effective, each is a shareholder of the Surviving Corporation with the same percentage ownership as he or it had in the Terminating Corporation.

6. 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 and when determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware; and 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 proceeding; and does hereby specify the following address outside the State of Delaware to which 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

7. The merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the States of New Jersey and Delaware.

8. The Terminating Corporation and the Surviving Corporation agree that they shall cause to be executed and filed and/or recorded any documents prescribed by the laws of the State of New Jersey and/or the State of Delaware, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


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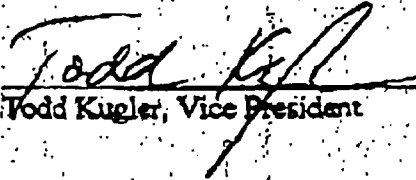
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IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed on behalf of each of the constituent corporations on the date first set forth above as its act and deed, each of which hereby affirms that the statements contained herein have been examined by it and are true and correct.

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

By: 
Greg Kugler, Vice President

WINSTON RESOURCES, INC.,
a Delaware corporation

By: 
Todd Kugler, Vice President

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