

02-17-2000

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RECORDATION FORM COVER SHEET

OPR/FINANCE TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
11-30-98
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Staffing Resources (SC), Inc.

11-19-98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Staffing Resources (SC), L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2015 South Park Place

Address (line 2) _____

Address (line 3) Atlanta

Georgia

30339

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

02/16/2000 DNGUYEN 00000119 74557467

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
450.00 OP

Fee OK

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002022 FRAME: 0519

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s) SEE ATTACHED EXHIBIT Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Brian D. Flagler

B-D Flagler

1/20/00

Name of Person Signing

Signature

Date Signed

EXHIBIT**U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS SUBJECT TO MERGER
BETWEEN STAFFING RESOURCES (SC), INC. (A DELAWARE CORPORATION) AND
STAFFING RESOURCES (SC), L.P. (A DELAWARE LIMITED PARTNERSHIP)**

SERIAL/REGISTRATION NO.	MARK
74/557,467	TELESOURCE
74/505,489	POWERSTAFF
75/433,691	VIP - VALUE IN PARTNERSHIP
1,950,471	RESOURCEMFG
1,966,983	PROFITPARTNER
1,970,221	PROFITPARTNERS
1,984,631	Design
1,985,401	GUESTFIRST
2,001,252	RESOURCEMFG
2,001,253	POWERSTAFF
2,001,254	PROTRONICS & Design
2,001,255	Design
2,002,861	STAFF EXTENSION
2,002,862	PROTRONICS
2,062,248	PRODRIVERS
2,094,123	ACCOUNTING SOLUTIONS
2,128,258	Design
2,151,346	MEDICALSOLUTIONS
2,185,248	STAFFING RESOURCES, INC.

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 MERGER, WHICH MERGES:

"STAFFING RESOURCES (SC), INC.", A DELAWARE CORPORATION, WITH AND INTO "STAFFING RESOURCES (SC), L.P." UNDER THE NAME OF "STAFFING RESOURCES (SC), L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 1998.

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

2968660 8100M

981447791

AUTHENTICATION: 9417846

DATE: 11-20-98

**CERTIFICATE OF MERGER OF
STAFFING RESOURCES (SC), INC.
WITH AND INTO
STAFFING RESOURCES (SC), L.P.**

The undersigned DO HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>NAME</u>	<u>STATE OF DOMICILE AND JURISDICTION OF FORMATION OR ORGNIZATION</u>
STAFFING RESOURCES (SC), INC.	Delaware
STAFFING RESOURCES (SC), L.P.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of subsection (c) of Section 263 of the General Corporation Law of Delaware and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving Delaware limited partnership is Staffing Resources (SC), L.P.

FOURTH: That the Limited Partnership Agreement of Staffing Resources (SC), L.P., a Delaware limited partnership, which is surviving the merger, shall be the Limited Partnership Agreement of the surviving Delaware limited partnership.

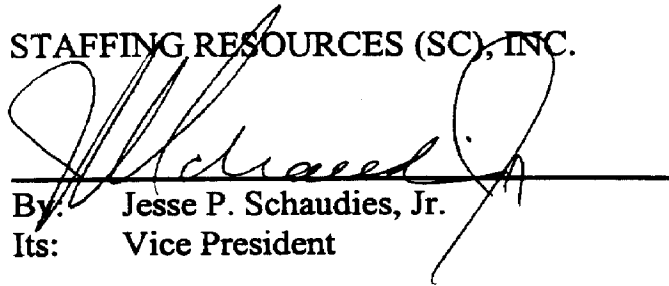
FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving Delaware limited partnership, the address of which is 2015 South Park Place, Atlanta, Georgia 30339.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving Delaware limited partnership, on request and without cost, to any stockholder of Staffing Resources (SC), Inc. or any partner of Staffing Resources (SC), L.P.

SEVENTH: That the Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on November 30, 1998.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Certificate of Merger as of the 19th day of November, 1998.

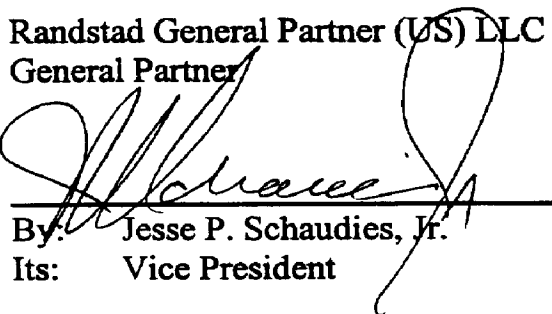
STAFFING RESOURCES (SC), INC.



By: Jesse P. Schaudies, Jr.
Its: Vice President

STAFFING RESOURCES (SC), L.P.

By: Randstad General Partner (US) LLC
Its: General Partner



By: Jesse P. Schaudies, Jr.
Its: Vice President