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02-23-2000



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### RECORDATION FORM COVER SHEET 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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date  
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

- Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

#### FOR OFFICE USE ONLY

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2 FC:482 25.00

*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

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REEL: 002025 FRAME: 0163

**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)**

**Registration Number(s)**

**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.

Debra A. Chambliss  
Name of Person Signing

Debra Chambliss  
Signature

1/14/2000  
Date Signed

State of Delaware  
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "HIRESYSTEMS, INC.", CHANGING ITS NAME FROM "HIRESYSTEMS, INC." TO "BRASSRING INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 8:30 O'CLOCK A.M.

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

2919523 8100  
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AUTHENTICATION: 0000839  
DATE: 09-30-99

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P.02

## RESTATED CERTIFICATE OF INCORPORATION

of

HireSystems, Inc.

Pursuant to Section 245 of the  
Delaware General Corporation Law

HireSystems, Inc. a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The current name of the Corporation is HireSystems, Inc. and the name under which the Corporation was originally incorporated is Delaware Systems Sub, Inc. Upon the filing of this Restated Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), the name of the corporation shall be changed to "BrassRing Inc." The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 13, 1998. Such Certificate of Incorporation was amended and restated on July 21, 1998.

2. (a) Upon the filing of this Restated Certificate of Incorporation, each share of the Corporation's Series A Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock"), issued and outstanding immediately prior to the Effective Time (the "Series A Preferred Stock") shall be reclassified as and changed into one share of Series B Convertible Preferred Stock, par value \$0.0001 per share, as designated in the Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Stock of BrassRing Inc. (the "Series B Preferred Stock"), attached hereto as Appendix A.

(b) Once filed with the Secretary of State of the State of Delaware, no additional action on the part of the Corporation or any shareholder will be required in order to effect the conversion of one share of Series A Preferred Stock into one share of Series B Convertible Preferred Stock. Shareholders will be requested to exchange their certificates representing shares of Series A Preferred Stock for new certificates representing shares of Series B Preferred Stock and will be furnished the necessary materials and instructions to effect such exchange promptly following the Effective Time by the Corporation or its transfer agent. Certificates representing shares of Series A Preferred Stock will not be transferred on the books and records of the Corporation until such certificates have been exchanged for new certificates representing shares of Series B Preferred Stock.

(NYCORP:093224.7:4632W:09/30/1999--9:42a)

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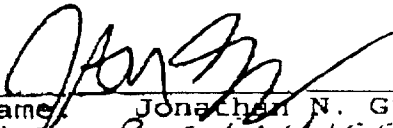
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6

Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors of the Corporation (in the present form of this Certificate of Incorporation or as hereinafter amended) are granted subject to this reservation; provided, however, that any amendment or repeal of ARTICLE SIXTH of this Certificate of Incorporation shall not adversely affect any right or protection existing hereunder immediately prior to such amendment or repeal.

IN WITNESS WHEREOF, I, Jonathan N. Grayer, have executed this Restated Certificate of Incorporation as of the 30th day of September, 1999, and DO HEREBY CERTIFY under the penalties of perjury that the facts stated in this Restated Certificate of Incorporation are true.

by   
 Name: Jonathan N. Grayer  
 Title: President/CEO

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RECORDED: 01/14/2000

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