

02-28-2000



RECOR  
TR

101276838

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
  - Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

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

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

FOR OFFICE USE ONLY

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

**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

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 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.



2919523 8100

991411861

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0000839

DATE:

09-30-99

01/13/00 THU 15:16 [TX/RX NO 8148]

## 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.

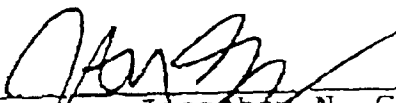
[NTCorp: 093224.7:46324:09/30/1999--9:47a]

01/13/00 THU 17:36 [TX/RX NO 8167]

TRADEMARK  
REEL: 002026 FRAME: 0663

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