

02/24/00

05-16-2000



101358857

Docket No.:

FORM PTO-1504 (Modified)
(Rev. 6-85)
OMB No. 0851-0011 (exp. 4/94)
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RECORDER
TRA

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

MHM ACQUISITION CORP.

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

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 9/14/98 and 9/16/98, effective 9/22/98

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

Name: MHM BUSINESS SERVICES, INC.

Internal Address:

Street Address: 648 Rockside Woods Blvd., #330

City: Cleveland

State: OH ZIP: 44131

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ohio
- 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 numbers(s):

A. Trademark Application No.(s)

75/492,901

B. Trademark Registration No.(s)

2,003,642

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Blvd., Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

05/16/2000 DNGUYEN 00000066 75492901

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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.

Robert D. Hovey

Name of Person Signing

Signature

2/24/00

Date

Total number of pages including cover sheet, attachments, and documents

59

TRADEMARK

No F00460401

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

MHM BUSINESS SERVICES INC.

using in Missouri the name

MHM BUSINESS SERVICES INC.

I, REBECCA MCDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of FEBRUARY, 2000.

Rebecca McDowell Cook
Secretary of State



#P00460401

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
MEM PROFESSIONAL RESOURCES, INC. (#00373498)

INTO:

MEM ACQUISITION CORP. (#P00460401)

Organized and existing under the laws of Missouri, Ohio
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of the
State of Missouri, issue this Certificate of merger, certifying to
the foregoing and certifying that the merger of the aforementioned
corporations with

MEM ACQUISITION CORP. (#P00460401)

as the surviving corporation, shall be effective on the date on
which the same becomes effective in the State of Ohio.
Effective date: September 22, 1998.

THE NAME IS SUBSEQUENTLY CHANGED TO:
MEM BUSINESS SERVICES, INC.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
13th DAY OF October, 1998

Rebecca McDowell Cook
Secretary of State



630.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED AND CERTIFICATE
ISSUED

Articles of Merger

(To be submitted in duplicate)

OCT 13 1998

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

Rebecca McDowell Cook
SECRETARY OF STATE
Missouri

- (1) That MMH Professional Resources, Inc. of Missouri
(Name of Corporation) (Parent State)
- (2) That MMH Acquisition Corp. of Ohio
(Name of Corporation) (Parent State)
- (3) That _____ of _____
(Name of Corporation) (Parent State)

are hereby merged and that the above named MMH Acquisition Corp.
(Name of Corporation)
is the surviving corporation.

(4) That the Board of Directors of MMH Professional Resources, Inc.
(Name of Corporation)
met on September 11, 1998 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

(5) That the Board of Directors of MMH Acquisition Corp.
(Name of Corporation)
met on August 22, 1998 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

(6) That the Board of Directors of _____
(Name of Corporation)
met on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

(7) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of MMH Professional Resources, Inc. held on 9/11/98 at 420 Nichols Rd. Kansas City, MO. and at such meeting there were 23,999 shares entitled to vote and all voted in favor and none voted against said plan.

(8) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of MMH Acquisition Corp. held on 8/22/98 at 6480 Rockside Blvd, Cleve. OH. and at such meeting there were one (1) shares entitled to vote and all voted in favor and none voted against said plan.

(9) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of _____ held on _____ at _____ and at such meeting there were _____ shares entitled to vote and _____ voted in favor and _____ voted against said plan.

CORPORATE SEAL

MMH Acquisition Corp.

(Name of Corporation)

By [Signature]
Keith W. Reeves, President

ATTEST:

By [Signature]
Secretary or Assistant Secretary

CORPORATE SEAL

MMH Professional Resources, Inc.

(Name of Corporation)

By [Signature]
(President or Vice President)

ATTEST:

By [Signature]
Secretary or Assistant Secretary

State of Missouri
County of Jackson } ss.

I, Katherine A. Lutzman, a Notary Public,
do hereby certify that on the 16th day of September, 19 98,
personally appeared before me Scott M. Slabotsky Eldon G. Walter
who being by me first duly sworn, declared that he is the President
of MMH Professional Resources, Inc.
that he signed the foregoing documents as _____ of the corporation, and that the
statements therein contained are true.

(Notarial Seal) **KATHERINE A. LATZMAN**
Notary Public-State of Missouri
Commissioned in Jackson County
My Commission Expires February 21, 2001

[Signature]
My commission expires February 21, 2001

State of Ohio
County of Cuyahoga } ss.

I, Martha A. Lange, a Notary Public,
do hereby certify that on the 14th day of September, 19 98,
personally appeared before me Keith W. Reeves
who being by me first duly sworn, declared that he is the President
of MMH Acquisition Corp.
that he signed the foregoing documents as President of the corporation, and that the
statements therein contained are true.

(Notarial Seal)

[Signature]
My Comm. Expires 01/27/2001