



RECORDATION FORM COVER SHEET

Docket No.:

05-05-2000

06-02-2000

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2058/204

U.S. Patent & TMOs/TM Mail Rpt Dt. #57



101371907

5.5.00

To the Honorable Commissioner of P:

ie attached original documents or copy thereof.

1. Name of conveying party(ies):

Restrac, Inc.

Name: Webhire, Inc.

Internal Address:

Street Address: 91 Hartwell Avenue

City: Lexington State: MA ZIP: 02173

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is Yes N

(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: May 25, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/658,233

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: A. Damien Puller

Internal Address: Bromberg & Sunstein LLP

Street Address: 125 Summer Street

City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4972

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40.00 DP

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.

A. Damien Puller

Name of Person Signing

Signature

Signature

May 3, 2000

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002082 FRAME: 0365

State of Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"WEBHIRE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "RESTRAC, INC." UNDER THE NAME OF "WEBHIRE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MAY, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9768037

DATE: 05-26-99

TRADEMARK
REEL: 002082 FRAME: 0366

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WEBHIRE, INC.

INTO

RESTRAC, INC.

Restrac, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 8th day of November, 1993, pursuant to the General Corporation Law of the State of Delaware

SECOND: That the Corporation owns all of the issued and outstanding shares of the common stock of Webhire, Inc., a corporation incorporated on the 24th day of May, 1999, pursuant to the General Corporation Law of the State of Delaware, which class of stock is the only class of capital stock of Webhire, Inc. outstanding.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, effective as of May 25, 1999, determined to merge with and into itself said Webhire, Inc. and to change the name of the Corporation to Webhire, Inc.:

RESOLVED: That the Corporation, being the owner of all of the issued and outstanding shares of the capital stock of Webhire, Inc., a Delaware corporation (the "Subsidiary"), merge into itself the

Subsidiary and assume all of the Subsidiary's obligations (the "Merger"), whereupon the Corporation shall be the surviving corporation.

RESOLVED: That the Chief Executive Officer, President, the Chief Financial Officer, Treasurer, Secretary, any Vice President of the Corporation and any other individual authorized by any of the foregoing (the "Authorized Officers"), and each of them individually, on behalf of the Corporation, be and is hereby directed to execute a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") setting forth a copy of the resolutions authorizing the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or outside the State of Delaware, which may be in anyway necessary or proper to effect said Merger.

RESOLVED: That the Merger shall be effective on June 1, 1999.

RESOLVED: That, as part of the Merger and as authorized by Section 253 of the Delaware General Corporation Law, the Corporation change its name by amending Article One of the Third Amended and Restated

Certificate of Incorporation of the Corporation to read as follows:


"Article One. The name of the corporation is Webhire, Inc."

RESOLVED: . That the Authorized Officers, and each of them acting singly, be, and each hereby is, authorized, empowered and directed to prepare, execute and file on behalf of the Corporation and in its name with the Secretary of State of the State of Delaware the Certificate of Ownership and Merger evidencing the Merger and the name change effected therein.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Restrac, Inc. has caused this Certificate of Ownership and Merger to be signed by Cynthia G. Eades, its Chief Financial Officer, Treasurer and Secretary, this 25th day of May, 1999.

RESTRAC, INC.

By: 
Name: Cynthia G. Eades
Title: Chief Financial Officer, Treasurer -
and Secretary

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