

07-10-2000

Attorney Docket No. TLNT.59729

FORM PTO-1594



T U.S. DEPT. OF COMMERCE PATENT AND TRADEMARK OFFICE

101398779

Filed with the Honorable Commissioner of Patents and Trademarks. Send original documents or copy thereof.

1. Name of conveying party(ies): 6.7.00
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation--State of Georgia
Other:
Additional name(s) of conveying party(ies) attached?
Yes No

2. Name and address of receiving party(ies):
Name: Talent Plus, Inc.
Internal Address:
Street Address: 5220 S. 16th Street
City: Lincoln State: NE Zip: 68512-1274

3. Nature of Conveyance:
Assignment Merger
Security Agreement Change of Name
X Other: Transformation of Talent Plus, Inc. from a Georgia Corp. to a Nebraska Corp. under Sec. 21-20,122 of the 1-29-93 Nebraska Business Corporation Act.

Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation--State of Nebraska
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

Execution Date: February 24, 1993

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,694,765

Additional numbers attached? Yes x No

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

Name: Richard R. Johnson
Internal Address: Shook, Hardy & Bacon L.L.P. One Kansas City Place
Street Address: 1200 Main Street
City: Kansas City
State: Missouri
Zip: 64105-2118

6. Total number of applications and registrations involved . . . . . 1

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

[x] Enclosed
x Authorized to be charged to deposit account any deficiencies or overpayments.

8. Deposit Account No.: 19-2112
(Attach duplicate copy of this page if paying by deposit account)

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.

Clinton G. Newton, Reg. No. 42,930

6/5/00

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 13

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

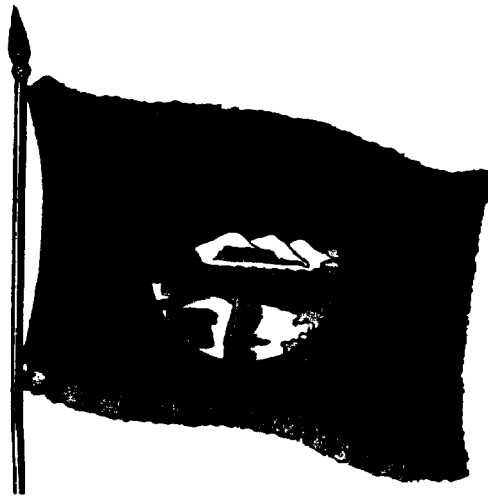
07/06/2000 DNGUYEN 00000150 1694765

01 FC:481

40.00 DP

**STATE OF**

**NEBRASKA**



United States of America,  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

**I, Scott Moore, Secretary of State of Nebraska do hereby certify;**

**the attached is a true and correct copy of Articles of Incorporation of**

**TALENT PLUS, INC.**

**with its registered office located in LINCOLN, Nebraska, as filed in  
this office on February 24, 1993.**

**In Testimony Whereof,**

**I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on May 24, in the year  
of our Lord, two thousand.**



A handwritten signature in cursive script that reads "Scott Moore".

SECRETARY OF STATE

FEB 24 1993

STATE OF NEBRASKA  
SECRETARY'S OFFICE - SS

Received and filed for record 80713  
and recorded on film roll No. \_\_\_\_\_  
at page 57

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF  
THE BOARD OF DIRECTORS OF TALENT PLUS, INC.**

196.00 pd

The undersigned, constituting all of the directors of Talent Plus, Inc., a Georgia corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions and declare them to be in full force and effect as if adopted at a regular or special meeting of such directors:

BE IT HEREBY RESOLVED, that pursuant to Section 21-20,122 of the Nebraska Business Corporation Act (the "Act"), the Corporation hereby accepts and agrees to be bound by the provisions of Sections 21-2001 to 21-20,144 of the Act with respect to its property and business operations within the State of Nebraska, in order to become and be a body corporate of such State. The name and street address of the Corporation's registered office in Nebraska are as follows:

Mr. Douglas B. Rath  
3883 Normal Blvd., Suite 204  
Lincoln, Nebraska 68506

This Consent may be executed in two or more counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute a single binding document.

IN WITNESS WHEREOF, the undersigned have set their hands as of January 29, 1993.

DIRECTORS:

Douglas B. Rath  
Douglas B. Rath

William E. Hall  
William E. Hall

Sandra S. Maxwell  
Sandra S. Maxwell

**Secretary of State  
Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 930110126  
CONTROL NUMBER : 8917641  
DATE INC/AUTH/FILED: 09/08/1989  
JURISDICTION : FULTON  
PRINT DATE : 01/11/1993  
FORM NUMBER : 215

NANA G.H. SMITH/WOODS & AITKEN  
1500 AMERICAN CHARTER CTR  
206 SOUTH 13TH STREET  
LINCOLN NE 68508

**CERTIFIED COPY**

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**TALENT PLUS, INC.  
A DOMESTIC PROFIT CORPORATION**

said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

TRADEMARK

REEL: 002097 FRAME: 0971

**Secretary of State**  
**Business Services and Regulation**

Suite 306, West Tower  
2 Martin Luther King Jr. Bldg.  
Atlanta, Georgia 30334

FILE NO. : 1517001-00  
DATE INCORPORATED : SEPTEMBER 03, 1989  
COUNTY : FULTON  
EXAMINER : MARILYN H. PATERN  
TELEPHONE : 404-656-2411

PAGE NO. :  
JONES, J. W.  
50 PRAC-TICE, PAPER CO.,  
ATLANTA GA 30307

**CERTIFICATE OF INCORPORATION**

I, **MAX CLELAND**, SECRETARY OF STATE AND THE CORPORATIONS  
DEPARTMENT OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE  
FOLLOWING PROVISIONS, THAT

-----  
"TALENT PLUS, INC."  
-----

HAS BEEN LEGALLY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA  
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCORPORATION  
IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES  
THEREON AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A  
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESSED BY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA  
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: SEPTEMBER 13, 1989

*Max Cleland*

**MAX CLELAND**  
SECRETARY OF STATE

*H. Wayne Howell*

**H. WAYNE HOWELL**  
DEPUTY SECRETARY OF STATE



**SECURITIES**  
656-2994

**CEMETERIES**  
656-3079

**CORPORATIONS**  
656-2817

**CORPORATIONS HOT LINE**  
404-656-2222  
Outside Hours: Atlanta

ARTICLES OF INCORPORATION  
OF  
TALENT PLUS, INC.

I.

The name of the corporation is:

TALENT PLUS, INC.

II.

The corporation is organized pursuant to the provisions of  
the Georgia Business Corporation Code.

The corporation shall have perpetual duration.

IV.

The corporation is a corporation for profit and is  
organized for the purposes of conducting a business of providing  
consulting services in the field of human relations and to  
engage in any lawful business activities related thereto and to  
engage in any lawful acts and activities for which corporations  
may be organized under the Georgia Business Corporation Code.

V.

The total number of shares of capital stock which the  
corporation is authorized to issue is 665,000, divided into  
545,000 shares of Class A Common Stock with a par value of ten

89 051 339 000

cents (\$.10) per share, and 120,000 shares of Class B Common Stock with a par value of ten cents (\$.10) per share.

The following is a description of each class of stock of the corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Georgia Business Corporation Code, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate, as a holder of Class B Common Stock, in any proceedings in which actions shall be taken by the corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

#### VI.

The holder of any shares of Class B Common Stock shall have the right, at the holder's option, at any time and from time to time to convert shares of Class B Common Stock into such number

of fully paid and nonassessable shares of Class A Common Stock as shall be provided herein. One share of Class B Common Stock shall be convertible into one share of Class A Common Stock.

The holder of any shares of Class B Common Stock shall have the right to convert all or any number of shares of Class B Common Stock, provided that following such conversion, the holder shall not own more than thirty-five percent (35%) of the total number of outstanding shares of Class A Common Stock.

The holder of any shares of Class B Common Stock may exercise the conversion right provided in this Article by giving written notice (the "Conversion Notice") to the Corporation stating the number of shares of Class B Common Stock to be converted (the "Conversion Shares"). The Conversion Notice shall be accompanied by the stock certificate or stock certificates representing the Conversion Shares, duly endorsed to the Corporation or endorsed in blank.

Conversion shall be deemed to have been effected on the date the Conversion Notice is given (the "Conversion Date"). Within ten business days after receipt of the Conversion Notice, the Corporation shall issue and deliver by hand against a signed receipt therefor or by United States registered mail, to the address designated by the holder of the Conversion Shares in the Conversion Notice, a stock certificate or stock certificates of the Corporation representing the number of shares of Class A Common Stock to which such holder is entitled.



The corporation shall be entitled to purchase its own shares to the extent of unreserved and unrestricted earned and capital surplus available therefore.

VIII.

The corporation shall be entitled to distribute a portion of its assets to its shareholders to the extent of capital surplus available therefor. Such distributions may be made in cash or property.

IX.

The corporation shall not conduct business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

X.

Pursuant to Section 14-2-704(a) of the Georgia Business Corporation Code, any action of the shareholders may be taken by the written consent of persons who would be entitled to vote at a meeting and whose shares have the voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted.

XI.

To the fullest extent permitted under the Georgia Business Corporation Code, as amended, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a

directors; provided that this Article XI shall not eliminate or limit the liability of a director:

- (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation;
- (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) For the types of liability set forth in Section 14-2-811 of the Georgia Business Corporation Code; or
- (iv) For any transaction from which the director derived an improper personal benefit.

XII.

The initial registered office of the corporation shall be at 80 Peachtree Park Drive, N.E., Atlanta, Georgia 30309. The initial registered agent of the corporation at such address shall be Wayne M. Lazarus.

XIII.

The Board of Directors may consist of a maximum of four members. The initial Board of Directors shall consist of one member who shall be and whose address is:

NAME

Mr. Douglas B. Rath

ADDRESS

2770 Woodcrest Avenue  
Lincoln, Nebraska 68502

XIV.

Following incorporation, the Brandt Foundation, a private corporation organized and existing under the laws of the Commonwealth of Virginia, shall have the right to appoint one director to the Board of Directors.

XV.

The incorporator is:

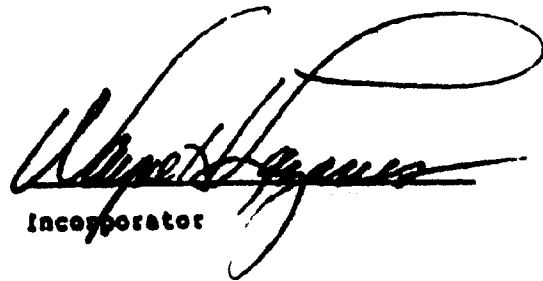
NAME

Wayne H. Lazarus

ADDRESS

80 Peachtree Park Drive, NE  
Atlanta, GA 30309

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
Incorporator

-6-

RECEIVED  
MAY 20 1958  
DEPARTMENT OF STATE

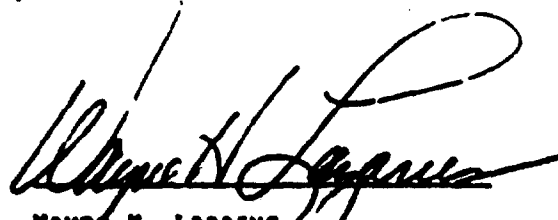
306

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: MAX CLELAND  
SECRETARY OF STATE  
COMMISSIONER  
STATE OF GEORGIA

I, Wayne H. Lazarus, do hereby consent to serve as  
registered agent for the corporation TALENT PLUS, INC.

This 8 day of Sept, 1989.



Wayne H. Lazarus  
80 Peachtree Park Drive, NE  
Atlanta, GA 30309

Secretary of State

Business Services and Regulation

Suite 1116, West Tower  
200 Peachtree Center East, N.W.  
Atlanta, Georgia 30333

FORM NUMBER : NR  
CERTIFICATE DATE : 07/19/89  
DOCKET NUMBER : 89200575  
EXAMINER : STACY GILLEY  
TELEPHONE : 404-656-2821

REQUESTED BY:

JOHN B. HUNT  
80 PINE PARK DR NE  
ATLANTA GA 30309

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE BUSINESS CORPORATION LAW, (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED)

-----  
"TALENT PLUS, INC."  
-----

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (CP, FP, DN, FN, & PA), OR SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (LP OR LP), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Il Wayne Howell*

IL WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



CORPORATIONS  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro Atlanta

00 000 339 000