



d) RECOF

09-19-2000



U.S. Department of Commerce
Patent and Trademark Office

08-14-2000

101462338

U.S. Patent & TMO/TM Mail Rpt Dt: #11

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

1. Name of conveying party(ies): 8-14-00

Snelling and Snelling, Inc.

- Individual(s)
- General Partnership
- Corporation-Pennsylvania
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?
 yes no

3. Nature of Conveyance:

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

Execution Date: December 22, 1999

2. Name and address of receiving party(ies)

Name: Snelling and Snelling, Inc.

Internal Address: _____

Street Address: 12801 North Central Expressway
Suite 700

Dallas, Texas 75243

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 yes no

(Designations must be a separate document form assignment) additional name(s) & address(es) attached?
 yes no

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

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional numbers attached: yes no

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

Name: HOWSON AND HOWSON

Internal Address: _____

Street Address: P.O. BOX 457

One Spring House Corporate Center

City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:..... 15

7. Total fee (37 CFR 3.41).....\$ 600.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-3040

(Attach duplicate copy of this page if paying by deposit account)

09/18/2000 MTHA11 00000455 715903

01 FC:481
02 FC:482

40.00 OP
350.00 OP

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.

Stanley B. Kita

Name of Person Signing

Stanley B. Kita
Signature

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

August 10, 2000

Date

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

Refund Ref: 09/18/2000 MTHA11 00000455 715903

CHECK TOTAL \$210.00

TRADEMARK

REEL: 002140 FRAME: 0305

SCHEDULE A

MARK	REGISTRATION NO.	REGISTERED	RENEWAL DATE
FORT SNELLING & Design	715,903	05/23/61	05/23/01
SNELLING AND SNELLING	717,313	06/20/61	06/20/01
BRYANT BUREAU	1,116,165	04/03/79	04/03/09
SNELLING TEMPORARIES	1,339,448	06/04/85	06/04/05
SILENT SEARCH	1,477,977	02/23/88	02/23/08
HELPING OTHERS ACHIEVE THE SUCCESS THEY DESIRE	1,521,211	01/17/89	01/17/09
I WANT YOU & Design	1,573,748	12/26/89	12/26/99
SNELLING	1,755,978	03/02/93	03/02/03
Design Only	2,076,247	07/01/97	07/01/07
PLACED, NOT OUT OF PLACE	2,101,521	09/30/97	09/30/07
XTRA CLUB	2,179,102	08/04/98	08/04/08
SNELLING SEARCH	2,185,965	09/01/98	09/01/08
THE RIGHT FIT IS EVERYTHING	2,263,753	07/20/99	07/20/09

APPLICATIONS		
MARK	APPLICATION NO.	FILING DATE
ULTRATIME	75/682,684	04/14/99
THINK SNELLING & Design	76/074,008	06/21/00

State of Delaware

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 MERGER, WHICH MERGES:

"SNELLING AND SNELLING, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "SNELLING AND SNELLING, INC." UNDER THE NAME OF "SNELLING AND SNELLING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 10:35 O'CLOCK A.M.

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

3112473 8100M
991557128



Edward J. Freel
Edward J. Freel, Secretary of State
0176466

AUTHENTICATION: 01-03-00
DATE:

DEC-23-1999 10:43

PEPPER HAMILTON, LLP

STATE OF DELAWARE 02/03
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:35 AM 12/23/1999
991557128 - 3112473

**CERTIFICATE OF MERGER
OF
SNELLING AND SNELLING, INC.
a Pennsylvania corporation
INTO
SNELLING AND SNELLING, INC.
a Delaware corporation**

(Under Section 252 of the General Corporation Law
of the State of Delaware)

SNELLING AND SNELLING, INC., a Delaware corporation hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) **SNELLING AND SNELLING, INC., a Pennsylvania corporation; and**
 - (b) **SNELLING AND SNELLING, INC., a Delaware corporation.**
- (2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations in accordance with the provisions of subsection (a) of Section 252 of the General Corporation Law of the State of Delaware, and the approval of the shareholders of the surviving Delaware corporation has been obtained in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation, a Delaware corporation, is **SNELLING AND SNELLING, INC.**
- (4) The certificate of incorporation of **SNELLING AND SNELLING, INC., a Delaware corporation,** shall be the certificate of incorporation of the surviving corporation.
- (5) The executed Agreement and Plan of Merger is on file at the place of business of the surviving corporation at 12801 North Central Expressway, Suite 700, Dallas, Texas 75249.
- (6) A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of the constituent corporations.
- (7) The authorized capital stock of **SNELLING AND SNELLING, INC., a Pennsylvania Corporation,** is 100,000,000 shares of Common Stock and 10,000 shares of Preferred Stock.
- (8) This Certificate of Merger shall become effective on January 1, 2000.

IN WITNESS WHEREOF, SNELLING AND SNELLING, INC., a Delaware corporation, has caused this certificate to be signed by Timothy J. Loncharich, its President on the 22nd day of December, 1999.

SNELLING AND SNELLING, INC.

By: 
Timothy J. Loncharich, President