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03-05-2001



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U.S. DEPARTMENT OF COMMERCE

PT

Patent and Trademark Office  
Docket No. 30865-24000

28

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

1. Name of conveying party(ies):  
EW Acquisition Corporation

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

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

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

Name: EW Career Solutions, Inc.  
Internal Address:  
Street Address: Three Park Avenue  
City, State, ZIP: New York, NY 10016

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: Delaware
- Other: \_\_\_\_\_

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: March 19, 1999

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Registration No.(s)

**2,158,101**

Additional numbers attached?  Yes  No

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

Lynn M. Humphreys  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: one (1)

7. Total fee (37 C.F.R. § 3.41): **\$65.00**

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket \*

8. Deposit account number: **03-1952**

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

**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.

Name: Lynn M. Humphreys

Signature

2/26/01

Date

Total number of pages comprising cover sheet, attachments and document: two (2)

RECEIVED  
2001 MAR -2  
ASSIGNMENT DIVISION

03/05/2001 GTOM11 00000293 031952 2158101

01-FC-481 40.00 CH

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

sf-1051789

TRADEMARK  
REEL: 002200 FRAME: 0198

ERIN T. O'ROURKE TRUST  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 03/19/1999  
591109211 - 2997142

(MON) 03. 22' 99 11:41/ST. 11:39/NO. 3561004399 P 2/3

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
EW ACQUISITION CORPORATION**

EW Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That by a unanimous written consent of the Board of Directors of EW Acquisition Corporation, dated as of the date hereof, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be, and it hereby is, amended to restate Article I to read in full as follows:

"The Name of the Corporation is EW Career Solutions, Inc. (the "Company" or the "Corporation")."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the stockholder of said corporation took action by executing a unanimous written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

ny-189842

FROM CORPORATION TRUST

(MON) 03. 22' 99 11:41/ST. 11:39/NO. 3561004399 P 3/3

**IN WITNESS WHEREOF, EW ACQUISITION CORPORATION has caused this certificate to be signed by Jack D. Hiday, its President and Chief Executive Officer, this 19th day of March, 1999.**

**EW ACQUISITION CORPORATION**

**BY: /s/ Jack D. Hiday  
President and  
Chief Executive Officer**

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