

01-05-2001

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101573705

12.18.00

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

1. Name of conveying party(ies):

Talent Tree Personnel Services, Inc.
Hestair Computer Group Inc.

- Individual(s)
- General Partnership
- Corporation - State of Delaware
- Corporation - State of New York
- Other

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

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

Name: Talent Tree Staffing Services, Inc.

Internal Address: _____

Street Address: 9703 Richmond

City: Houston State Texas ZIP: 77042

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

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

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 28, 1995

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

A. Trademark Application No.(s)

75-431,079
75-431,080
75-431,390
75-431,389

B. Trademark registration No.(s)

1,854,845
1,893,377
1,164,018
1,412,582
1,915,348
1,985,209
1,163,005



12-18-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

Additional numbers attached? Yes No

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

Name: Andre M. Szuwalski
Jenkins & Gilchrist, P.C.
Internal Address: _____

Street Address: 1445 Ross Avenue, Ste. 3200

City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): \$ 290.00

- Enclosed \$290.00
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number:

10-0447
(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.

Andre M. Szuwalski
Name of Person Signing

Signature

12/11/00
Date

Total number of pages comprising cover sheet: 1

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01 FC:481 40.00 0P
02 FC:482 Dallas2 738634 v 1, 46715.0013 250.00 0P

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State of Delaware
Office of the Secretary of State

PAGE 1

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:

"TALENT TREE PERSONNEL SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HESTAIR COMPUTER GROUP INC." UNDER THE NAME OF "TALENT TREE STAFFING SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JANUARY, A.D. 1996.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0559097

DATE: 07-14-00

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CERTIFICATE OF MERGER
OF
TALENT TREE PERSONNEL SERVICES, INC.
INTO
HESTAIR COMPUTER GROUP INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Talent Tree Personnel Services, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Hestair Computer Group Inc., which is incorporated under the laws of the State of New York.

2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Talent Tree Personnel Services, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Hestair Computer Group Inc. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Hestair Computer Group Inc., which will continue its existence as said surviving corporation under the name of Talent Tree Staffing Services, Inc. upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The certificate of incorporation of Hestair Computer Group Inc. is be amended and changed by reason of the merger herein certified by striking out Article 1 thereof, relating to the name and by substituting in lieu thereof the following Article:

"1. The name of the Corporation is Talent Tree Staffing Services, Inc."

5. The executed Plan of Merger between the aforesaid constituent corporations is on file at the principal place of

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business of the aforesaid surviving corporation, the address of which is as follows:

Talent Tree Staffing Services, Inc.
9703 Richmond Avenue
Houston, Texas 77042.

6. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Talent Tree Personnel Services, Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of Talent Tree Personnel Services, Inc. as determined in appraisal proceeding pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Talent Tree Staffing Services, Inc.
9703 Richmond Avenue
Houston, Texas 77042.

8. The Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 2nd, 1996.

Dated: December 28, 1995

Talent Tree Personnel Services, Inc.

By: Vincent E Cook
Name: Vincent E. Cook
Title: Vice President

Hestair Computer Group Inc.

By: Vincent E Cook
Name: Vincent E. Cook
Title: Vice President