

01-05-2001

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDA
TR



101573719

MRP/2.18.00

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

1. Name of conveying party(ies):

TTSS, Inc.

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

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

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

Name: Initial Staffing Services, Inc.

Internal Address: _____

Street Address: 9703 Richmond

City: Houston State Texas ZIP: 77042

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Florida
- 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: February 24, 1998

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 Rpt 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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*State of New York }
Department of State }^{ss:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

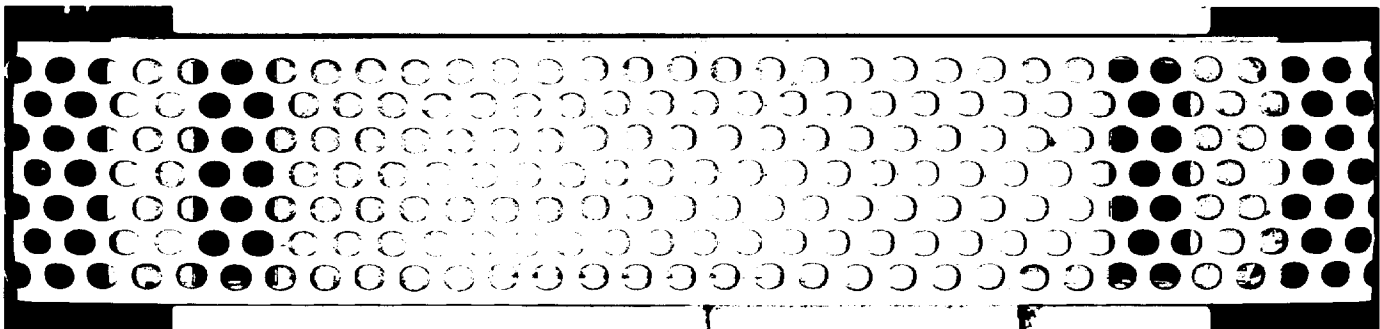
JUL 14 2000



A handwritten signature in black ink, appearing to read "J. Clark", is written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)



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CERTIFICATE OF MERGER

OF

TTSS, INC.

INTO

INITIAL STAFFING SERVICES, INC.

(Under Section 907 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors and Sole Shareholder of each of the constituent corporations have duly adopted a plan of merger pursuant to Section 607.1107 of the Florida Business Corporation Act, and Section 902 of the Business Corporation Law of New York setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Corporation", is Initial Staffing Services, Inc. The name under which the Surviving Corporation was formed is Tampa Nurses Incorporated. The jurisdiction of its incorporation is the State of Florida and the date upon which the Surviving Corporation's certificate of incorporation was filed by the Florida Department of State is December 2, 1982.

THIRD: The name of the domestic constituent corporation, which is being merged into the Surviving Corporation, and which is hereinafter sometimes referred to as the "Merged Corporation," is TTSS, Inc. The name under which the Merged Corporation was formed is J.S.D. USA Inc. The jurisdiction of its incorporation is the State of New York and the date upon which the Merged Corporation's Certificate was filed by the Secretary of State is June 23, 1986.

The merger is permitted by the laws of the jurisdiction of the constituent foreign corporation and is in compliance therewith.

The Application for Authority in the State of New York of the Surviving Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on June 5, 1989.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

TTSS, Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>
Common	50,000	Common

Initial Staffing Services, Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>
Common	760	Common

FIFTH: The merger herein certified was authorized in respect of the Surviving Corporation by the written consent of the Board of Directors and the sole holder of all outstanding shares of the Surviving Corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified was authorized in respect of the Merged Corporation by the written consent of the Board of Directors and the sole holder of all outstanding shares of the Merged Corporation.

SEVENTH: Initial Staffing Services, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation; and it designates the Secretary of State of the State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon the Secretary of State is c/o Initial Staffing Services, Inc., 9703 Richmond Avenue, Houston, Texas 77042. Such post office address shall supersede any prior

2

address designated as the address to which process shall be mailed.

EIGHTH: Initial Staffing Services, Inc. agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

NINTH: All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within 30 days after the filing of the certificate of merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

TENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 27th day of February, 1998.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: February 24, 1998

INITIAL STAFFING SERVICES, INC.

/s/ William J. Sadler
Name: William J. Sadler
Title: President

/s/ David M. Seaver
Name: David M. Seaver
Title: Secretary

3

TTSS, Inc.

/s/ Vincent E. Cook
Name: Vincent E. Cook
Title: Vice President

/s/ Debra M. Hubbard
Name: Debra M. Hubbard
Title: Assistant Secretary

4

RECORDED: 12/18/2000

TRADEMARK
REEL: 002206 FRAME: 0845