

01-05-2001

D

RECORDATIC  
TRAD



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101573708

*MD 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 Incorporated

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

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

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

Name: Bullock Temporaries of San Antonio, Inc.

Internal Address: \_\_\_\_\_

Street Address: 9703 Richmond, Ste. 216

City: Houston State Texas ZIP: 77042

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Texas
- 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: January 31, 1989

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

A. Trademark Application No.(s)

B. Trademark registration N

1,164,018  
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: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed \$65.00
- 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: 2

01/02/2001 GT011 00000018 1164018  
 01 FC:481  
 Dallas2 738588 v 1, 46715 00135  
 40.00 DP  
 25.00 DP  
 02 FC:482

TRADEMARK  
REEL: 002206 FRAME: 0855

**1. ADDITIONAL NAMES OF CONVEYING PARTIES**

**AUBREY THOMAS, INC., A NEW YORK CORPORATION  
BUSINESS & PROFESSIONAL PLACEMENT, INC., A MASSACHUSETTS CORPORATION  
FIRST TEMPORARY SERVICES, INC., A MASSACHUSETTS CORPORATION  
SECRETARIES, INC., AN ILLINOIS CORPORATION  
TALENT PERSONNEL SERVICES, INC., A LOUISIANA CORPORATION  
TALENT TREE CORPORATE SERVICES, INC., A TEXAS CORPORATION  
TALENT TREE PERSONNEL SERVICE, INC., A TEXAS CORPORATION  
TALENT TREE TEMPORARIES OF ATLANTA, INC., A TEXAS CORPORATION  
TALENT TREE TEMPORARIES, INC., A TEXAS CORPORATION  
TALENT TREE TEMPORARIES OF NEW ORLEANS, INC., A LOUISIANA CORPORATION  
TALENT TREE TEMPORARIES OF DALLAS, INC., A TEXAS CORPORATION  
TALENT TREE TEMPORARIES OF HOUSTON, INC., A TEXAS CORPORATION  
TEAM SERVICES, INC., A GEORGIA CORPORATION  
WARD MANAGEMENT CORPORATION, A MASSACHUSETTS CORPORATION**

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:

"AUBREY THOMAS, INC.", A NEW YORK CORPORATION,

"BUSINESS & PROFESSIONAL PLACEMENT, INC.", A MASSACHUSETTS CORPORATION,

"FIRST TEMPORARY SERVICES, INC.", A MASSACHUSETTS CORPORATION,

"SECRETARIES, INC.", A ILLINOIS CORPORATION,

"TALENT PERSONNEL SERVICES, INC.", A LOUISIANA CORPORATION,

"TALENT TREE CORPORATE SERVICES, INC.", A TEXAS CORPORATION,

"TALENT TREE INCORPORATED", A DELAWARE CORPORATION,

"TALENT TREE PERSONNEL SERVICE, INC.", A TEXAS CORPORATION,

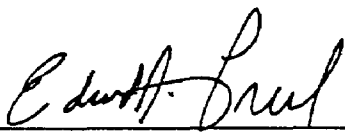
"TALENT TREE TEMPORARIES OF ATLANTA, INC.", A TEXAS CORPORATION,

"TALENT TREE TEMPORARIES, INC.", A TEXAS CORPORATION,

"TALENT TREE TEMPORARIES OF NEW ORLEANS, INC.", A LOUISIANA CORPORATION,

"TALENT TREE TEMPORARIES OF DALLAS, INC.", A TEXAS CORPORATION,



  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0776550

2084802 8100M

001544565

DATE: 11-06-00

TRADEMARK  
REEL: 002206 FRAME: 0857

State of Delaware  
Office of the Secretary of State

---

PAGE 2

"TALENT TREE TEMPORARIES OF HOUSTON, INC.", A TEXAS CORPORATION,  
"TEAM SERVICES, INC.", A GEORGIA CORPORATION,  
"WARD MANAGEMENT CORPORATION", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "BULLOCK TEMPORARIES OF SAN ANTONIO, INC."  
UNDER THE NAME OF "BULLOCK TEMPORARIES OF SAN ANTONIO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 1989, AT 11:15 O'CLOCK A.M.



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

---

Edward J. Freel, Secretary of State

2084802 8100M

AUTHENTICATION: 0776550

001544565

DATE: 11 06 89

TRADE MARK  
REEL: 002206 FRAME: 0858

899031043

FILED

11:15

JAN 31 1989 AM

CERTIFICATE OF MERGER

  
SECRETARY OF STATE

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation, being the surviving corporation of a merger of domestic and foreign corporations, does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Corporation</u>	<u>Jurisdiction</u>
Aubrey Thomas, Inc.	New York
Secretaries, Inc.	Illinois
Team Services, Inc.	Georgia
Talent Tree Incorporated	Delaware
Talent Tree Temporaries of Atlanta, Inc.	Texas
Talent Tree Temporaries, Inc.	Texas
Talent Tree Temporaries of New Orleans, Inc.	Louisiana
Talent Personnel Services, Inc.	Louisiana
Talent Tree Temporaries of Dallas, Inc.	Texas
Talent Tree Corporate Services, Inc.	Texas
Talent Tree Personnel Service, Inc.	Texas
Talent Tree Temporaries of Houston, Inc.	Texas
Ward Management Corporation	Massachusetts
First Temporary Services, Inc.	Massachusetts
Business & Professional Placement, Inc.	Massachusetts
Bullock Temporaries of San Antonio, Inc.	Texas

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger is Bullock Temporaries of San Antonio, Inc., a Texas corporation.

4. The certificate of incorporation of the surviving corporation shall be a certificate of incorporation immediately prior to the effective date of merger.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 9703 Richmond, Suite 216, Houston, Texas 77042.

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 any constituent corporation.

7. The 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 any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit, or other proceeding to enforce the right of any stockholders as to determined and appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware and 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, which process should be mailed to the address of the surviving

corporation at 9703 Richmond, Suite 216, Houston, Texas 77042,  
by the Secretary of State.

8. The effective time of the merger shall be as of the  
close of business January 31, 1989.

IN WITNESS WHEREOF, the undersigned corporation has  
caused this certificate to be executed below by M. Brian  
Healey, its Senior Vice President and attested by Robert W.  
Morgan, its Secretary.

BULLOCK TEMPORARIES OF SAN  
ANTONIO, INC.

ATTEST:

Robert W. Morgan  
Robert W. Morgan, Secretary

By: M. Brian Healey  
M. Brian Healey, Senior Vice  
President

TTL1YY