

01-05-2001

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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.

- 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: Hestair Computer Group Inc.

Internal Address: _____

Street Address: 9703 Richmond

City: Houston State Texas ZIP: 77042

3. Nature of conveyance:

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

Execution Date: December 28, 1995

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- New York
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,893,377
1,164,018
1,412,582
1,915,348
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: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed \$140.00
- 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 BP
02 FC:482 Dallas2 738621 v 1, 46715 0000.00 BP

TRADEMARK
REEL: 002206 FRAME: 0864

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.

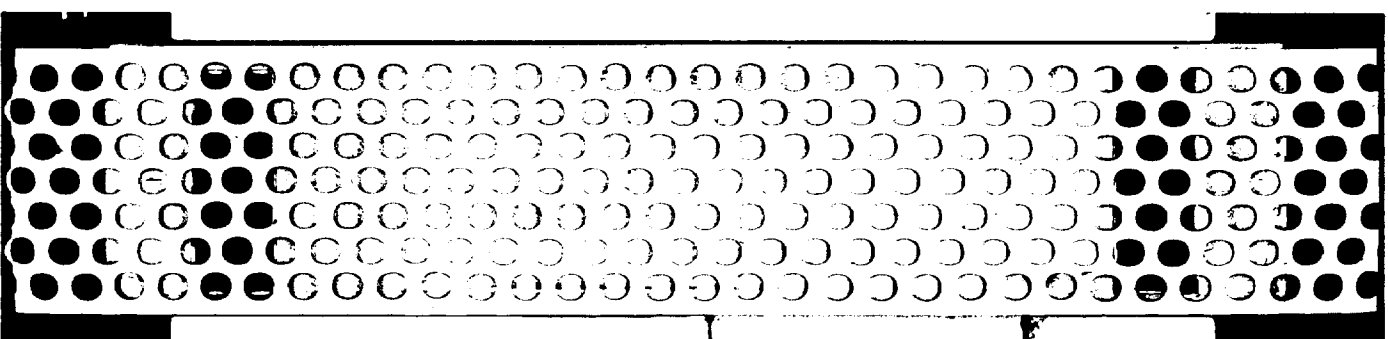
Witness my hand and seal of the Department of State on JUL 14 2000



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

Special Deputy Secretary of State

DOS-1266 (5/96)



F 951 229000610

CERTIFICATE OF MERGER

OF

TALENT TREE PERSONNEL SERVICES, INC.

INTO

HESTAIR COMPUTER GROUP INC.

(Under Section 904 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 of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Hestair Computer Group Inc. and the name under which it was formed is J.S.D. USA Inc. The date upon which its certificate of incorporation was filed by the Department of State is June 23, 1986.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Talent Tree Personnel Services, Inc. The jurisdiction of its incorporation is the State of Delaware and the date of its incorporation is January 3, 1989.

The merger is permitted by the laws of its jurisdiction and is in compliance therewith.

The Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on January 31, 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

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(1)

specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Hestair Computer Group, 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>	<u>Classes and series entitled to vote as a class</u>
Common	50,000	Common	Common

Talent Tree Personnel 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>	<u>Classes and series entitled to vote as a class</u>
Common	1,000	Common	Common

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of the sole holder of all outstanding shares of the surviving constituent corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the sole holder of all outstanding shares of the merged constituent corporation.

SEVENTH: The certificate of incorporation of the surviving constituent corporation shall be amended to change the name of the corporation. To accomplish said amendment, Article 1 of the certificate of incorporation of the surviving constituent corporation, relating to the name of the corporation, shall be stricken out in its entirety, and the following new Article shall be substituted in lieu thereof:

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

EIGHTH: 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 second day of January, 1996.

(2)

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: December 24, 1995

TALENT TREE PERSONNEL SERVICES, INC.

Vincent E. Cook

Name: Vincent E. Cook
Title: Vice President

David M. Seaver

Name: David M. Seaver
Title: Asst. Secretary

HESTAIR COMPUTER GROUP, INC.

Vincent E. Cook

Name: Vincent E. Cook
Title: Secretary

Mark Valachovic

Name: Mark Valachovic
Title: Vice President

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CERTIFICATE OF MERGER

OF

TALENT TREE PERSONNEL SERVICES, INC.
(A DELAWARE CORPORATION)

INTO

HESTAIR COMPUTER GROUP INC.
(A NEW YORK CORPORATION)

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RECEIVED

UNDER SECTION 904

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 29 1995

OF THE

TAX S.

BY:

BUSINESS CORPORATION LAW

SAC
New York

DEC 29 10 06 AM '95

RECEIVED

FILER: GRATCH, JACOBS & BROZMAN, P.C.
950 THIRD AVENUE
NEW YORK, NEW YORK 10022-2705

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