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01-05-2001

DEPARTMENT OF COMMERCE

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Patent and Trademark Office Docket No. 030669.2000SS

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To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
1. Name of Conveying party(ies):  Gotajob.com, Inc.  ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☒ Corporation-State: Colorado ☐ Other  Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No  3. Nature of conveyance: ☐ Assignment ☒ Merger ☐ Security Agreement ☐ Change of Name	2. Name and address of receiving party(ies):  Name: Gotajob.com, Inc. Street Address: 6312 S. Fiddler's Green Circle, Suite 350N Englewood, Colorado 80111  Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation-State: Delaware Other:
☐ Security Agreement ☐ Change of Name ☐ Other:  Execution Date: August 31, 1999	Additional name(s) & address(es) attached? ☐ Yes ☒ No
Application number(s) or registration number(s):     A. Trademark Application No.(s) 75/767,357	B. Registration No.(s) 2,350,249
Additional numbers attached? ☐ Yes ☒ No  5. Name and address of party to whom correspondence concerning document should be mailed:  Rochelle D. Alpert, Esq. Brobeck, Phleger & Harrison LLP Spear Street Tower One Market San Francisco, CA 94105	6. Total number of applications and trademark registrations involved: 2  7. Total fee (37 C.F.R. § 3.41): \$65.00  ☑ Enclosed ☐ Authorized to be charged to deposit account, referencing Attorney Docket: 030669.2000SS  8. Deposit account number: 02-3950  which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.
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: Rochelle D. Alpert  Name: Rochelle D. Alpert	
Mail documents to be recorded with required cover sheet information to:  Commissioner of Patents and Trademarks  Box Assignments  Washington, D.C. 20231  40.00 OP  1 FC:481  40.00 OP  25.00 OP	

- U)RECRATION

STATE OF DELAWARE
SECRETARY OF STATE
DEVISION OF STATE
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### CERTIFICATE OF MERGER OF

GOTAJOB.COM, INC. a Colorado corporation

#### WITH AND INTO

# GOTAJOB.COM, INC. a Delaware corporation

Gotajob.com, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delawate General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

## Name of Corporation

#### State of Incorporation

Gotajob.com, Inc. ("Gotajob Colorado")
Gotajob.com, Inc. ("Gotajob Delaware")

Colorado Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporations Act (the "Agreement and Plan of Merger").

THIRD: The name of the surviving corporation shall be "Gotajob.com, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Gotajob Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 7860 E. Berry Pl., Suite 140, Greenwood, Colorado 80111.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: Gotajob Colorado is authorized to issue nine million five hundred thousand (9,500,000) shares of common stock, \$.001 par value and seven hundred fifty thousand (750,000) shares of preferred stock, \$.001 par value.

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CT CORPORATION

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Executed and verified this 31 2 day of August, 1999.

GOTAJOB.COM, INC. a Colorado corporation

Edward Milstein

President and Chief Executive Officer

ATTEST:

Bert Bassford Secretary

GOTAJOB.COM, INC. a Delaware corporation

Edward Milstein

President and Chief Executive Officer

ATTEST:

Bert Bassford Secretary

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TOTAL P.20