

01-18-2001

Docket No.:

001635/0019



101586766

Tab settings

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

Rho Company, Inc.

1-2-01

- Individual(s)
- General Partnership
- Corporation-State Washington
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Comforce Technical Services, Inc.

Internal Address: _____

Street Address: 415 Crossways Park Drive

City: Woodbury State: NY ZIP: 11797

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: December 22, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,049,728

Additional numbers

Yes No

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

Name: Raymond J. Harmuth

Internal Address: Doepken Keevican & Weiss

USX Tower, 58th Floor

Street Address: 600 Grant Street

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500287

01/17/2001 DBYRNE 00000033 500287 2049728

DO NOT USE THIS SPACE

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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.

David P. Maivald

Name of Person Signing

David P. Maivald

Signature

Dec. 28, 2000

Date

5

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002215 FRAME: 0252

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:

"PROJECT STAFFING SUPPORT TEAM, INC.", A ARIZONA CORPORATION,
"RHO ACQUISITION COMPANY", A DELAWARE CORPORATION,
"RHO COMPANY INCORPORATED", A WASHINGTON CORPORATION,
"RHO SERVICES, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "COMFORCE TECHNICAL SERVICES, INC." UNDER THE NAME OF "COMFORCE TECHNICAL SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

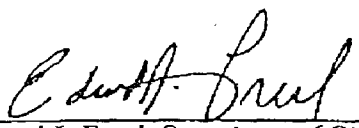
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2605317 8100M

991560110


Edward J. Freel, Secretary of State

AUTHENTICATION: 0167350

DATE: 12-28-99

TRADEMARK
REEL: 002215 FRAME: 0253

CERTIFICATE OF MERGER

OF

RHO Acquisition Company

AND

RHO Services, Inc.

AND

RHO Company Incorporated

AND

Project Staffing Support Team, Inc.

AND

Comforce Technical Services, Inc.

It is hereby certified that:

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

(i) RHO Acquisition Company, which is incorporated under the laws of the State of Delaware; and

(ii) RHO Services, Inc., which is incorporated under the laws of the State of Washington; and

(iii) RHO Company Incorporated, which is incorporated under the laws of the State of Washington; and

(iv) Project Staffing Support Team, Inc., which is incorporated under the laws of the State of Arizona; and

(v) Comforce Technical Services, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid 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 in the merger herein certified is Comforce Technical Services, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Comforce Technical Services, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporation is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 415 Crossways Park Drive, Woodbury, NY 11797, Attention: Legal Department.

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

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1999.

8. The stock and par value of all of the non-Delaware constituent corporations are as follows: RHO COMPANY INCORPORATED - 1,000,000 common at \$1.00 par; RHO SERVICES, INC. - 1,000 common at no par value; PROJECT STAFFING SUPPORT TEAM, INC. - 100 shares common at \$.01 par value.

Dated: December 22, 1999

RHO Company Incorporated

By: 
Harry V. Maccarrone, President

Dated: December 22, 1999

Project Staffing Support Team, Inc.

By: 
Harry V. Maccarrone, President

Dated: December 22, 1999

Comforce Technical Services, Inc.

By: 
Harry V. Maccarrone, President

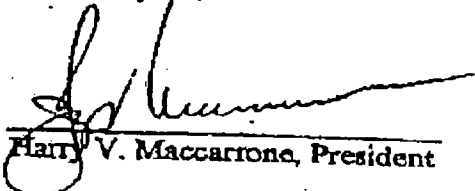
Dated: December 22, 1999

RHO Acquisition Company

By: 
Harry V. Maccarrone, President

Dated: December 22, 1999

RHO Services, Inc.

By: 
Harry V. Maccarrone, President