

01-30-2001



101598022

1.19.01 RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
01 01 1998
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
12 22 1997

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

01/29/2001 DBYRNE 00000527 1874119

FOR OFFICE USE ONLY

01 FC:481 40.00 DP

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Right Management Consultants, Inc.

Address (line 1) 1818 Market Street

Address (line 2) Thirty-Third Floor

Address (line 3) Philadelphia, PA 19103

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (215) 299-2042

Name Joseph F. Falcone, III, Esquire

Address (line 1) Fox, Rothschild, O'Brien & Frankel, LLP

Address (line 2) 2000 Market Street

Address (line 3) 10th Floor

Address (line 4) Philadelphia, PA 19103

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 12

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Three empty boxes for Trademark Application Number(s).

Registration Number(s) table with one box containing 1874119 and two empty boxes.

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # N/A

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Joseph F. Falcone, III, Esquire

Name of Person Signing

Signature

Date Signed



1273400

CERTIFICATE

This is to certify that these articles are effective on

CERTIFICAT

Ceci certifie que les présents statuts entrent en vigueur le

JANUARY 01 JANVIER, 1998

Sam D. Wain

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: *Dénomination sociale de la société issue de la fusion.*

R	I	G	H	T	H	U	M	A	N	R	E	S	O	U	R	C	E	S	I	N	C	.

2. The address of the registered office is: *Adresse du siège social:*

181 Bay Street, Suite 2100

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

M 5 J 2 T 3

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

minimum one (1) maximum ten (10)

4. The director(s) is/are:

Administrateur(s):

First Name, initials and surname
Prénom, initiales et nom de famille

Residence address, giving Street & No. or R.R. No., municipality and postal code
Adresse personnelle, y compris le rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

Resident Canadian State
Yes or No
Resident Canadien
Oui/Non

Richard J. Pinola

1322 North Tulip Drive, West Chester, Pennsylvania. 19380

No

Terry Szwec

30 King Georges Road, Etobicoke, Ontario. M8X 1L1

Yes

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check Cocher
 A or B A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
 The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

Right Human Resources Inc.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Right Human Resources Inc.	1110610	December 22 , 1997
People Tech Consulting Ltd.	1273260	December 22 , 1997

DYE & DURHAM
 Corporation
 Forms-On-Disk

CBR 197

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

No Restrictions.

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sociétés par
actions

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

An unlimited number of common shares.

DYE & CURHAM
Corporation
Form-O-Disk

CBR 107

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8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série.

Common Shares

1. The holders of the common shares shall be entitled to receive, as and when declared by the board of directors of the Corporation, out of monies properly applicable to the payment of dividends, dividends on the common shares at any time outstanding which the directors may determine to declare and pay in any fiscal year of the Corporation.

2. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. At all meetings of the shareholders, the holders of the common shares of the Corporation shall be entitled to one (1) vote for each common share held by them.

4. Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the common shares or to create shares ranking in priority to or on a parity with the common shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the common shares duly called for that purpose.

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actions

DYE & DURHAM
Corporation
Forms-On-Disk

CBR 187

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

No shares shall be transferred without the approval of:

(a) the directors of the Corporation, expressed by a resolution of the board of directors;

or

(b) the shareholders of the Corporation, expressed by a resolution of the shareholders.

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Act

Formule 4
Loi sur les
sociétés par
actions

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as a single shareholder.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

DYE & DURHAM
Corporation
Forms-On-Disk

CBR 197

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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Formule 4
Loi sur les
sociétés par
actions

Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

Right Human Resources Inc.

People Tech Consulting Ltd.


G. Lee Bohs - Secretary


G. Lee Bohs - Secretary

SCHEDULE "A:


STATEMENT OF OFFICER OF RIGHT HUMAN RESOURCES INC.

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
R.S.O. 1990, c. B.16, AND THE ARTICLES OF
AMALGAMATION OF RIGHT HUMAN RESOURCES INC. AND
PEOPLE TECH CONSULTING LTD.

I, G. Lee Bohs, of the City of West Chester, in the State of Pennsylvania, one of the United States of America, state as follows:

1. I am Secretary of Right Human Resources Inc., one of the amalgamating corporations herein (hereinafter called the "Corporation") and, as such, have personal knowledge of the matters hereinafter referred to.
2. I have conducted such examination of the books and records of the Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement and have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

THIS STATEMENT is made this 22nd day of December, 1997.



G. Lee Bohs - Secretary

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SCHEDULE "A":


STATEMENT OF OFFICER OF PEOPLE TECH CONSULTING LTD.

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
R.S.O. 1990, c. B.16, AND THE ARTICLES OF
AMALGAMATION OF RIGHT HUMAN RESOURCES INC. AND
PEOPLE TECH CONSULTING LTD.

I, G. Lee Bohs, of the City of West Chester, in the State of Pennsylvania, one of the United States of America, state as follows:

1. I am Secretary of People Tech Consulting Ltd., one of the amalgamating corporations herein (hereinafter called the "Corporation") and, as such, have personal knowledge of the matters hereinafter referred to.
2. I have conducted such examination of the books and records of the Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement and have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

THIS STATEMENT is made this 22nd day of December, 1997.


G. Lee Bohs - Secretary

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SCHEDULE "B"

RESOLUTION OF THE BOARD OF DIRECTORS OF

RIGHT HUMAN RESOURCES INC.
(the "Corporation")

WHEREAS the Corporation and People Tech Consulting Ltd. are both wholly-owned subsidiaries of Right Management Consultants, Inc. and have agreed to amalgamate pursuant to Section 177(2) of the Business Corporations Act, R.S.O. 1990, c. B.16;

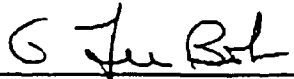
NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and People Tech Consulting Ltd. pursuant to Section 177(2) of the Business Corporations Act, R.S.O. 1990, c. B.16, be and the same is hereby approved;
2. Subject to the issuance of a Certificate of Amalgamation pursuant to Section 178(4) of the Business Corporations Act, R.S.O. 1990, c. B.16, and without affecting the validity of the incorporation and existence of People Tech Consulting Ltd. under its articles and of any act done thereunder, all shares of the capital of People Tech Consulting Ltd. which are issued and outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles, as amended from time to time, of this Corporation;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws, as amended from time to time, of this Corporation;
5. Subject to the issuance of such Certificate of Amalgamation, the stated capital of People Tech Consulting Ltd. shall be added to the stated capital of the amalgamated corporation; and
6. Any one of the directors and officers of the Corporation be and is hereby authorized and directed to execute the Articles of Amendment, for and on behalf of the Corporation, whether under the corporate seal of the Corporation or otherwise, and to cause the Articles of Amendment to be submitted to the Director, Ministry of Consumer and Commercial Relations and to do, sign and execute all things, deeds and

.....

CERTIFIED to be a true copy of a resolution of **Right Human Resources Inc.**, signed by all the directors of the Corporation the 22nd day of December, 1997, which resolution is still in full force and effect and has not been amended, repealed or revised.

DATED the 22nd day of December, 1997.



G. Lee Bohs - Secretary

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SCHEDULE "B"

RESOLUTION OF THE BOARD OF DIRECTORS OF

PEOPLE TECH CONSULTING LTD.

(the "Corporation")

WHEREAS the Corporation and Right Human Resources Inc. are both wholly-owned subsidiaries of Right Management Consultants, Inc. and have agreed to amalgamate pursuant to Section 177(2) of the Business Corporations Act, R.S.O. 1990, c. B.16;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Right Human Resources Inc. pursuant to Section 177(2) of the Business Corporations Act, R.S.O. 1990, c. B.16, be and the same is hereby approved;
2. Subject to the issuance of a Certificate of Amalgamation pursuant to Section 178(4) of the Business Corporations Act, R.S.O. 1990, c. B.16, and without affecting the validity of the incorporation and existence of People Tech Consulting Ltd. under its articles and of any act done thereunder, all shares of the capital of People Tech Consulting Ltd. which are issued and outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles, as amended from time to time, of Right Human Resources Inc.;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws, as amended from time to time, of Right Human Resources Inc.;
5. Subject to the issuance of such Certificate of Amalgamation, the stated capital of this Corporation shall be added to the stated capital of the amalgamated corporation ; and
6. Any one of the directors and officers of the Corporation be and is hereby authorized and directed to execute the Articles of Amendment, for and on behalf of the Corporation, whether under the corporate seal of the Corporation or otherwise, and to cause the Articles of Amendment to be submitted to the Director, Ministry of Consumer and Commercial Relations and to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

.....

CERTIFIED to be a true copy of a resolution of **People Tech Consulting Ltd.**, signed by all the directors of the Corporation the 22nd day of December, 1997, which resolution is still in full force and effect and has not been amended, repealed or revised.

DATED the 22nd day of December, 1997.


 G. Lee Bohs - Secretary

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