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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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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
 07 31 00
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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/AK/A/T/A

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

02/07/2001 6TDM11 00000136 1295077

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 DP
175.00 DP

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TRADEMARK
REEL: 002231 FRAME: 0868

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 692-1975

Name

BRYAN CAVE LLP

Address (line 1)

SHARON ELWIN, LEGAL ASSISTANT

Address (line 2)

245 PARK AVENUE

Address (line 3)

NEW YORK, NY 10167-0034

Address (line 4)

Pages

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

#

2

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1295077	1386325	1551851
1565552	2049081	2050829
2061012	2300974	

Number of Properties

Enter the total number of properties involved.

#

8

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

215

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:

#

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.

LORI POTTS

Name of Person Signing

Signature

01/25/01

Date Signed

**CERTIFICATE OF OWNERSHIP & MERGER
OF
PRYOR RESOURCES, INC.**

JULY 26, 2000

We, Philip R. Love, President, and Michael B. Hays, Secretary of the above-named corporation, a corporation organized and existing under the laws of the State of Kansas (the "Parent Corporation") and the sole stockholder of CareerTrack, Inc., also a Kansas Corporation (the "Subsidiary"), do hereby certify that the following resolutions were adopted by the Board of Directors of the Parent Corporation, on July 25, 2000:

RESOLVED, that, for no consideration, the Subsidiary will be merged into the Parent Corporation and will cease to exist as a separate entity (the "Merger").

FURTHER RESOLVED, that the Parent Corporation will assume all of the obligations of the Subsidiary and will be the surviving entity of the Merger.

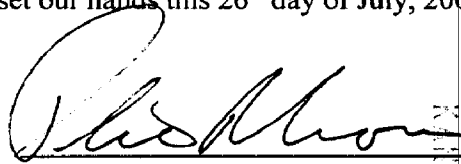
FURTHER RESOLVED, that the effective date of the Merger will be July 31, 2000 (the "Effective Date").

FURTHER RESOLVED, that upon the Effective Date, all of the 1,000 authorized and issued shares of the Subsidiary's common stock, \$.01 par value per share, will be cancelled.

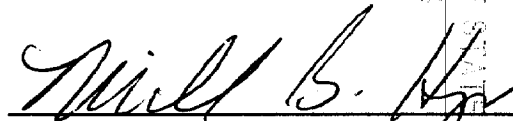
FURTHER RESOLVED, that, in accordance with K.S.A. 17-6003 and 17-6703, as amended, the officers of the Parent Corporation be and hereby are authorized and directed to file a Certificate of Ownership & Merger with the Secretary of State of the State of Kansas and to take any further actions as are necessary or appropriate in connection with the Merger.

We further certify that the resolutions were duly adopted in accordance with the provisions of Sections 17-6008(c), 17-6301(f) and 17-6703 of the Kansas General Corporation Code, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of July, 2000.



President



Secretary

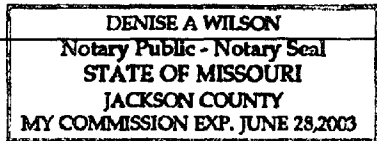
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SECRETARY OF STATE
KANSAS
JUL 26 2000
PM 3 42

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

I, Denise A. Wilson, a Notary Public, do hereby certify that on the 26th day of July, 2000, personally appeared before me **PHILIP R. LOVE** and **MICHAEL B. HAYS**, who being first duly sworn, acknowledged and declared that they are the persons who signed the foregoing document as President and Secretary, respectively, of Pryor Resources, Inc. and that the statements therein contained are true.

Denise A Wilson
Notary Public

My commission expires:



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: August 2000
Ron Thornburgh, Secretary of State