

03-02-2001

R SHEET



2-13-01

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copy hereof.

BOX ASSIGNMENTS, Commissioner of Patent and Trademark
Please record and index the attached original

1. Name of conveying party(ies): **Interstaff Management Company**
State of Illinois_Corporation

2. Name and address of receiving party(ies):
Name: **Gradstaff, Inc.**
Address: 211 First Street North
City: Minneapolis State: MN Zip: 55401
Type of Company: Corporation
Corporation-State: Illinois

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

3. Nature of Conveyance: Memorandum of Informal Action By the Shareholders and Directors of Interstaff Management Company
Execution Date: **December 22, 1999**

4. A. Trademark Application No.(s) 75/841,787

B. Trademark Registration No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Patricia A. Motta
Michael Best & Friedrich LLP
100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

DO NOT USE THIS SPACE

3/01/E001 DBYRNE 00000225 75841787
9. Statement and signature. 40.00 DP
FC:481

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.

Patricia A. Motta
Name of Person Signing

Signature

Date February 13, 2001

Total number of pages including cover sheet, attachments, and document: 2

United States Postal Service Express Mail Mailing Label No. EL700651218US

cc: Docketing

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MEMORANDUM OF INFORMAL ACTION
BY THE SHAREHOLDERS AND DIRECTORS OF
INTERSTAFF MANAGEMENT COMPANY

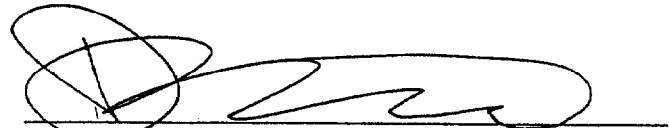
The undersigned, being the shareholders and directors of InterStaff Management Company, an Illinois corporation, hereby consent to the following action and adopts the following resolutions by informal action, without a meeting, as permitted by Section 7.10 and Section 8.45 of the Illinois Business Corporation Act of 1983, as amended:

RESOLVED, that this Corporation shall change its name to GradStaff, Inc.

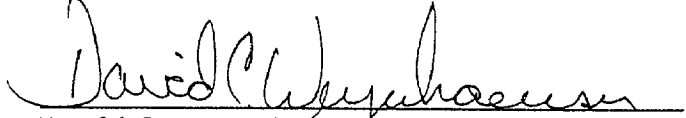
FURTHER RESOLVED, that this Corporation hereby authorizes and directs any officer of the Corporation to execute and deliver any and all documents necessary or desirable to effectuate the change of corporate name, including Articles of Amendment to be filed with the Secretary of State, and any and all other documents or instruments as shall be required to change the corporate name.

FURTHER RESOLVED, that any and all acts heretofore taken or documents heretofore executed and/or delivered by any officer of this Corporation in furtherance of the action approved by these Resolutions are hereby ratified, confirmed and adopted as the duly authorized acts and agreements of this Corporation to the same extent and effect as if these Resolutions had been adopted prior to the taking of any such action or the execution and/or delivery of any such documents.

IN WITNESS WHEREOF, we have executed this Memorandum of Informal Action this 22nd day of December, 1999.



Denzil P. Bennett



David C. Weyerhaeuser