

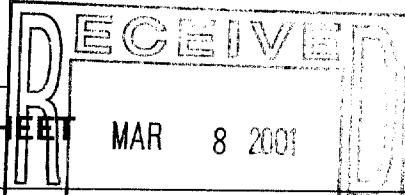
03-23-2001



101645325

3-8-01

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 Change of Name
 - Other _____
- Effective Date
Month Day Year
01/01/97

Conveying Party

Mark if additional names of conveying parties attached

Name Mega Force Temporaries, Inc.

Execution Date
Month Day Year
12/31/96

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Mega Force Staffing Services, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1001 Hay Street

Address (line 2) Post Office Drawer 53449

Address (line 3) Fayetteville

North Carolina

28305-3449

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

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.)

03/22/2001 TDI A Z 1 00000152 1930074

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

40E

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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" value="1,930,074"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

David E. Bennett/gso

David E Bennett

3-6-01

Name of Person Signing

Signature

Date Signed

963669138

ARTICLES OF MERGER

OF

MEGA FORCE TEMPORARIES, INC.,
a North Carolina corporation,

INTO

MEGA FORCE STAFFING SERVICES, INC.,
a North Carolina corporation.

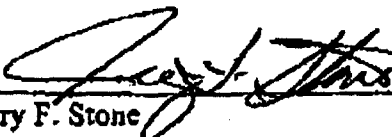
D-0363389
FILED
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DEC 31 1996
EFFECTIVE 12:00:01 AM 1-1-97
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

Mega Force Staffing Services, Inc., a North Carolina corporation, hereby submits these Articles of Merger for the purpose of recording the merger of Mega Force Temporaries, Inc., a North Carolina corporation (the "Merging Corporation"), with and into Mega Force Staffing Services, Inc., a North Carolina corporation (the "Surviving Corporation"), pursuant to Section 55-11-05 of the North Carolina Business Corporation Act.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of the Merging Corporation with and into Surviving Corporation, duly approved in the manner prescribed by law, is attached hereto as Exhibit "A".
2. The Agreement and Plan of Merger was approved by the shareholders of the Merging Corporation by unanimous written consent dated December 31, 1996, as required by the North Carolina Business Corporation Act.
3. The Agreement and Plan of Merger was approved by the shareholders of the Surviving Corporation by unanimous written consent dated December 31, 1996, as required by the North Carolina Business Corporation Act.
4. The merger as set forth above shall be effective as of 12:00:01 a.m., January 1, 1997.

These Articles of Merger are hereby submitted and delivered upon execution by the undersigned, a duly authorized officer of the Surviving Corporation, on this 31st day of December, 1996.

MEGA FORCE STAFFING SERVICES, INC.,
a North Carolina corporation

By 
Jerry F. Stone
President

AGREEMENT AND PLAN OF MERGER**OF****MEGA FORCE TEMPORARIES, INC.,
a North Carolina corporation****WITH AND INTO****MEGA FORCE STAFFING SERVICES, INC.,
a North Carolina corporation.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") sets forth the terms and conditions under which Mega Force Temporaries, Inc., a North Carolina corporation (the "Merging Corporation"), shall merge with and into Mega Force Staffing Services, Inc., a North Carolina corporation (the "Surviving Corporation"). The Plan shall be effective in accordance with the terms hereof when it is adopted by the shareholders of the Merging Corporation and of the Surviving Corporation. The terms and conditions of the merger and the effectiveness of such merger are set forth below:

A. CORPORATIONS PARTICIPATING IN MERGER.

Mega Force Temporaries, Inc., a North Carolina corporation, the ("Merging Corporation"), shall merge with and into Mega Force Staffing Services, Inc., a North Carolina corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the merger, the Surviving Corporation will have the name "Mega Force Staffing Services, Inc."

The Surviving Corporation shall continue to be governed by the laws of the State of North Carolina, and the registered and principal office of the Surviving Corporation will be:

1001 Hay Street
Post Office Drawer 53449
Fayetteville
Cumberland County
North Carolina 28305-3449

C. MERGER

Pursuant to the terms and conditions of this Plan, the Merging Corporation shall merge with and into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Surviving Corporation shall continue and the corporate existence of the Merging Corporation shall cease. Title to all real estate and other property owned by the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation will have all liabilities of the Merging Corporation.

The persons who at the Effective Time are officers and directors of Surviving Corporation shall continue to be officers and directors of the Surviving Corporation in accordance with the bylaws of the Surviving Corporation and shall continue to serve pursuant thereto.

D. CONVERSION AND EXCHANGE OF SHARES

At the Effective Time (as hereinafter defined), the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. **Merging Corporation.** Each outstanding share of common stock of the Merging Corporation will be converted into and exchanged for 4 shares of common stock of the Surviving Corporation.
3. **Fractional Shares.** No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.

4. **Surrender of Share Certificates.** Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan of Merger. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation shall be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan of Merger.

E. DISSENTERS' RIGHTS


The Surviving Corporation agrees to pay to dissenting shareholders of the Merging Corporation the amounts to which such shareholders may be entitled under Sections 55-13-01 *et seq.* of the North Carolina Business Corporation Act.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, this Plan is executed by the parties hereto by their duly authorized officers this 51st day of December, 1996.


SURVIVING CORPORATION

Mega Force Staffing Services, Inc.,
a North Carolina corporation

By 
Jerry F. Stone
President

MERGING CORPORATION

Mega Force Temporaries, Inc.,
a North Carolina corporation

By 
Jerry F. Stone
President