

5/23/01



To the Honorable Commissioner of

101736957

ached original documents or copy thereof.

1. Name of conveying party(ies):

TM Digital, Inc.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-Delaware
- Other

Additional name(s) of conveying party(ies) attached?     Yes     No

3. Nature of conveyance:

- Assignment                               Merger
- Security Agreement                   Change of Name
- Other

Execution Date: November 30, 2000

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

Name: **Robert Half International Inc.**

Address: **2884 Sand Hill Road**

City: **Menlo Park** State: **CA** Zip: **94025**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:     Yes     No

(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?     Yes     No

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

A. Trademark Applications

Mark

Serial No.

SEE ATTACHED SCHEDULE A

Additional numbers attached?     Yes     No

B. Trademark Registrations

Mark

Reg. No.

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE

Date 5/23/01

Label No. EL706741044-US

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41):.....\$415.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

D. Davis  
Name (Print)

D. Davis  
Signature

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.

Amy L. Nelkin  
Name of Person Signing

Amy L. Nelkin  
Signature

May 23, 2001  
Date

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

5

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

**SCHEDULE A****TRADEMARK APPLICATIONS**

TRADEMARK	SERIAL NO.	FILING DATE
ENGINEERINGTM.COM	76-139893	Filed October 2, 2000
MEDICALTM.COM	76-139892	Filed October 2, 2000
RETAILTM.COM	76-139891	Filed October 2, 2000
NURSINGTM.COM	76-139890	Filed October 2, 2000
SALESTM.COM	76-139889	Filed October 2, 2000
HOSPITALITYTM.COM	76-139887	Filed October 2, 2000
MEDIATM.COM	76-139886	Filed October 2, 2000
MARKETINGTM.COM	76-139885	Filed October 2, 2000
ELECTRONICSTM.COM	76-139884	Filed October 2, 2000
TMDIGITAL	75-914297	Filed February 8, 2000
ACCOUNTINGTM.COM	75-904756	Filed January 28, 2000
OFFICETM.COM	75-904388	Filed January 27, 2000
LEGALTM.COM	75-904387	Filed January 27, 2000
CREATIVETM.COM	75-904384	Filed January 27, 2000
CAREERTM.COM	75-903783	Filed January 27, 2000
TECHNOLOGYTM.COM	75-903782	Filed January 27, 2000

State of Delaware  
Office of the Secretary of State

PAGE COPY

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TM DIGITAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ROBERT HALF INTERNATIONAL INC." UNDER THE NAME OF "ROBERT HALF INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JANUARY, A.D. 2001, AT 12:30 O'CLOCK P.M.

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



*Harriet Smith Windsor*

Secretary of State

AUTHENTICATION: 0920666

DATE: 01-18-01

0880771 8100M

010025872

TRADEMARK  
REEL: 002306 FRAME: 0467

CERTIFICATE OF OWNERSHIP AND MERGER

COPY

MERGING

TM DIGITAL, INC.

INTO

ROBERT HALF INTERNATIONAL INC.

The undersigned officers of Robert Half International Inc., a corporation incorporated on the 18<sup>th</sup> day of October, 1979, pursuant to the laws of the State of Delaware, hereby certify that:

1. Robert Half International Inc. is the sole owner of all of the outstanding capital stock of TM Digital, Inc. a corporation incorporated on 21<sup>st</sup> day of January, 2000, pursuant to the laws of the State of Delaware.
2. The Board of Directors of Robert Half International Inc., at a meeting duly held on November 2, 2000, has determined to merge TM Digital, Inc. with and into Robert Half International Inc.
3. Robert Half International Inc. shall be the surviving corporation of such merger.
4. The resolutions adopted by the Board of Directors of Robert Half International Inc. approving such merger are as follows:

“RESOLVED, that the Company merge TM Digital, Inc. into itself, and assume all of the obligations of such corporation pursuant to Section 253 of the Delaware General Corporation Law.

“RESOLVED, that the Chairman, the Chief Financial Officer and the General Counsel of the Company be, and hereby are, authorized and directed to fix the date for the foregoing merger.

“RESOLVED, that there are hereby adopted and approved, effective as of the date hereof, any and all other resolutions, plans of merger or documents of any type required to be adopted or approved by this Board of Directors by the law governing corporations of any state in order for such merger to be effected, and the Secretary of the Company is hereby authorized to certify to any state agency or authority that such resolutions, plans of merger or documents were so adopted and approved.

“RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to execute, acknowledge and file a Certificate of

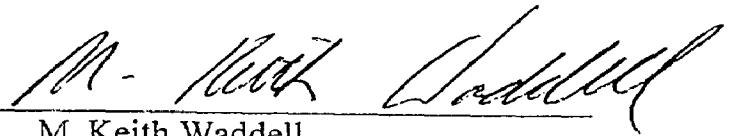
Ownership and/or Certificate of Merger and all such documents and instruments and to take all such action as they may deem necessary or advisable for the purpose of effecting the purpose and intent of the foregoing resolutions.”

5. The merger of TM Digital, Inc. with and into Robert Half International Inc. shall be effective upon November 30, 2000, at 11:59 p.m.

IN WITNESS WHEREOF, Robert Half International Inc. has caused this Certificate of Ownership and Merger to be signed by its Vice Chairman and attested by its Secretary, and its corporate seal to be affixed, this 28<sup>th</sup> day of November, 2000.

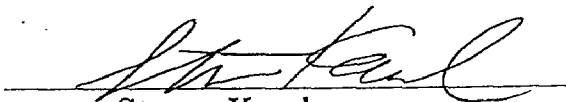
ROBERT HALF INTERNATIONAL INC.

By



M. Keith Waddell  
Vice Chairman

ATTEST:



Steven Karel  
Secretary

[Corporate Seal]