

08-15-2001



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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TRADEMARK ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

INTERIM SERVICES, INC. 08/09/01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- Other _____

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

2. Name and address of receiving party(ies)

Name: SPHERION CORPORATION

Internal

Address: _____

Street Address: 2050 SPECTRUM BLVD, NW 49TH FLOOR

City: FT. LAUDERDALE State: FLORIDA Zip: 33309

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State 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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: JULY 7, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,910,368

Additional number(s) attached Yes No

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

Name: TIMOTHY T. PATULA

Internal Address: _____

PATULA & ASSOCIATES, P.C.

Street Address: 116 S. MICHIGAN AVENUE

14TH FLOOR

City: CHICAGO State: ILLINOIS Zip: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed (Form PTO-2038)

Authorized to be charged to deposit account

8. Deposit account number:

16-0657

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

DO NOT USE THIS SPACE

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.

CHARLES T. RIGGS JR
TIMOTHY T. PATULA

Name of Person Signing

Signature

8-7-01

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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"SPHERION CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "INTERIM SERVICES INC." UNDER THE NAME OF "SPHERION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTH DAY OF JULY, A.D. 2000.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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001335181

AUTHENTICATION: 0534230

DATE: 06-30-00

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SPHERION CORPORATION, a Delaware corporation,
with and into
INTERIM SERVICES INC., a Delaware corporation

INTERIM SERVICES INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the fifteenth day of September, 1987, pursuant to the Delaware Corporation Law.

SECOND: That effective Friday, July 7, 2000, at 12:01 a.m., the Corporation will merge the following wholly-owned subsidiary with and into the Corporation: SPHERION CORPORATION ("Spherion"), a corporation incorporated on the fifteenth day of March, 2000, pursuant to the Delaware Corporation Law (the "Merger").

THIRD: That the Board of Directors and Sole Shareholder of Spherion, by action taken by written consent dated May 23, 2000, approved the Merger of Spherion into the Corporation.

FOURTH: That the Corporation hereby merges Spherion with and into the Corporation, which shall survive the Merger, in accordance with the terms and subject to the conditions

contained in the resolutions of the Board of Directors of the Corporation set forth hereunder and the Delaware Corporation Law.

FIFTH: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board held on the 23rd day of May, 2000, determined to merge Spherion with and into the Corporation:

Approval of Merger of Spherion Corporation with and Into the Corporation.

RESOLVED, that Spherion be merged with and into the Corporation (the "Merger") and that all of the estate, property rights, privileges, powers and franchises of Spherion be vested and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Spherion in its name;

FURTHER RESOLVED, that the Corporation assume all of the obligations of Spherion;

FURTHER RESOLVED, that the Corporation shall survive the Merger (following the Merger, the Corporation is hereinafter referred to as the "Surviving Corporation");

FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Spherion and of this Corporation and in any other appropriate jurisdiction;

FURTHER RESOLVED, that the effective time (the "Effective Time") of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be Friday, July 7, 2000, at 12:01 AM.

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

- i. Upon the Effective Time of the Merger, each outstanding share of capital stock of Spherion shall be canceled and cease to exist without any payment with respect thereto;
- ii. Upon the Effective Time of the Merger, each outstanding share of capital stock of the Corporation shall remain outstanding as a share of the Surviving Corporation;
- iii. The Corporation's Restated Certificate of Incorporation, as amended, in effect immediately prior to the Effective Time of the Merger shall continue as such for the Surviving Corporation, except that the Corporation shall

change its corporate name to Spherion Corporation, by deleting ARTICLE FIRST of the Restated Certificate of Incorporation in its present form and substituting therefor a new ARTICLE FIRST in the following form:

"FIRST: The name of the Corporation is Spherion Corporation (hereafter, the "Corporation")."

- iv. The By-Laws of the Corporation and the directors and officers of the Corporation immediately prior to the Effective Time of the Merger shall continue as such for the Surviving Corporation; and
- v. At any time prior to the Effective Time of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of Directors of the Corporation may rescind these resolutions and determine not to effect the Merger; and

FURTHER RESOLVED, that the authorized officers of the Corporation are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Spherion with and into the Corporation and assume Spherion's liabilities and obligations (including, without limitation, all federal, state and local tax obligations of Spherion), and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger.

IN WITNESS WHEREOF, INTERIM SERVICES INC. has caused this Certificate to be

signed by Lisa Iglesias, its Vice President, this 27th day of June, 2000.

INTERIM SERVICES INC.

By Lisa Iglesias
Print Name: Lisa Iglesias
Title: Vice President