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03-08-2002

FEB - 2002



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(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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):
Outsource International, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Tandem Staffing Solutions, Inc.
Internal
Address: _____
Street Address: 1690 Congress Avenue
Delray Beach State: FL Zip: 33445
City: _____ State: _____ Zip: _____

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: January 28, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See attached schedule

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott M. Kareff
Internal Address: Schulte Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41)..... \$385.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500675

(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.

Scott M. Kareff
Name of Person Signing

Signature

2/8/02
Date

Total number of pages including cover sheet, attachments, and document: 9

03/07/2002 LMUELLER 00000159 500675 2343099
01 FC:481 40.00 CH
02 FC:482 475.00 CH

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

TRADEMARK
REEL: 002456 FRAME: 0595

SCHEDULE

U.S. TRADEMARKS
(Federal)

TRADEMARK	REGISTRATION NUMBER/ (SERIAL NUMBER) [Status]
TANDEM & Design	2,343,099
TANDEM	2,200,417
<i>Design Only</i>	1,976,113
LABOR WORLD & Design	1,843,149
LABOR WORLD	1,956,465
OFFICE OURS	2,009,427
OFFICE HOURS PLUS	1,834,868 [Cancelled]
OUTSOURCE INTERNATIONAL	2,086,627
OUTSOURCE INTERNATIONAL THE LEADER IN HUMAN RESOURCES & Design	2,009,431
LABOR TECHNOLOGIES	2,084,336
<i>Design Only</i>	2,068,436
<i>Design Only</i>	2,263,278 [Cancellation Proceeding pending]
WE HAVE YOUR FUTURE IN MIND	(75/515,235)
PEOPLE PEOPLE COMMITTED TO PEOPLE	(75/548,857)
OSI	(75/038,318)
OSI	(75/034,925)
HIGH EFFICIENCY STAFFING SOLUTIONS	(74/703,943)
PARTNERS IN PRODUCTIVITY	(74/594,044)
OUTSEARCH	(75/481,263)
<i>Design Only</i>	(75/249,062)

TRADEMARK ASSIGNMENT

WHEREAS OUTSOURCE INTERNATIONAL, INC., a corporation duly organized and existing under the laws of the State of Delaware ("Assignor"), owns all right, title and interest in and to the trademarks, and any applications and registrations therefor, as set forth in the attached Schedule A, and all common law rights to such trademarks and all of the goodwill of the business symbolized thereby and associated therewith (all collectively, the "Trademarks"); and

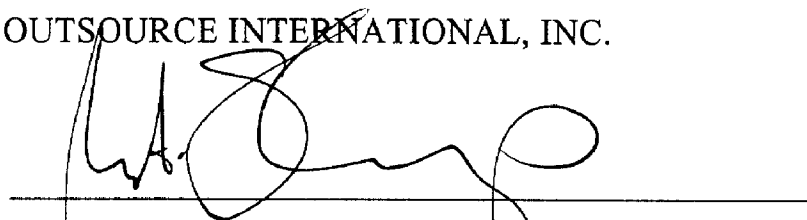
WHEREAS TANDEM STAFFING SOLUTIONS, INC., a corporation duly organized and existing under the laws of the State of Delaware ("Assignee"), wishes to acquire all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and Assignor wishes to assign same to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee its entire right, title and interest throughout the world in perpetuity in and to the Trademarks, including common law rights, together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademarks in Assignee, its successors, assigns, or other legal representatives.

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IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as an instrument under seal as of this 28th day of January 2002.

ASSIGNOR: OUTSOURCE INTERNATIONAL, INC.



Name: Michael A. Sharp

Title: CFO, CRC and EVP

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF FLORIDA

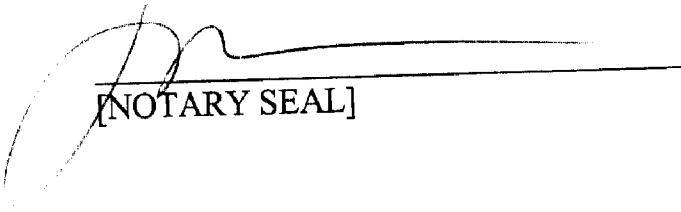
SS.:

COUNTY OF PALM BEACH

On this _____ day of January 2002, before me, the undersigned, personally appeared Michael A. Sharp, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Judith M. Alexander
MY COMMISSION # DD018218 EXPIRES
April 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


[NOTARY SEAL]

ASSIGNEE:

TANDEM STAFFING SOLUTIONS, INC.


Name: Kevin Genda

Title: Vice President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 28 day of January 2002, before me, the undersigned, personally appeared Kevin Genda, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


[NOTARY SEAL]

GILLETT J. CHECKLEY
Notary Public, State of New York
No. 01CH5049562
Qualified in Queens County
Commission Expires Sept. 18, 2005

SCHEDULE A

U.S. TRADEMARKS
(Federal)

TRADEMARK	REGISTRATION NUMBER/ (SERIAL NUMBER) [Status]
TANDEM & Design	2,343,099
TANDEM	2,200,417
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LABOR WORLD	1,956,465
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<i>Design Only</i>	2,068,436
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WE HAVE YOUR FUTURE IN MIND	(75/515,235)
PEOPLE PEOPLE COMMITTED TO PEOPLE	(75/548,857)
OSI	- (75/038,318)
OSI	(75/034,925)
HIGH EFFICIENCY STAFFING SOLUTIONS	(74/703,943)
PARTNERS IN PRODUCTIVITY	(74/594,044)
OUTSEARCH	(75/481,263)
<i>Design Only</i>	(75/249,062)

U.S. TRADEMARKS**(State)**

TRADEMARK (State)	REGISTRATION NUMBER [STATUS]
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES (Arkansas)	18996
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New York)	S15241
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Alabama)	106818
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES (Michigan)	M01254
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Tennessee)	TN3000005673
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Ohio)	SM69770
OUTSOURCE INTERNATIONAL & Design (Utah)	36604
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Massachusetts)	53157
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (South Carolina)	SC3000007356
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Indiana)	50103871
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Nevada)	NV3000009781
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Mississippi)	MS30000003920
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New Jersey)	14112
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Louisiana)	LA30000026661
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design	11298

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TRADEMARK ASSIGNMENT**PAGE 5****TRADEMARK
REEL: 002456 FRAME: 0601**

TRADEMARK (State)	REGISTRATION NUMBER [STATUS]
(Kentucky)	
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Missouri)	S13639
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Idaho)	15373
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Connecticut)	10058
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Florida)	T96912
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Georgia)	S15761
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Virginia)	VA3000001349
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Oregon)	S30703 [Expired]
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (California)	46338
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Minnesota)	25108
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New Hampshire)	NH3000004252
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Illinois)	78646

FOREIGN TRADEMARKS

Canada

TRADEMARK	REGISTRATION NUMBER/ SERIAL NUMBER
OFFICE OURS	TMA491376
OUTSOURCE INTERNATIONAL	TMA519423

COMMON LAW TRADEMARKS OR TRADE NAMES

OUTSOURCE
OUTSOURCE FRANCHISING
OUTSOURCE FRANCHISING, INC.
OUTSOURCE INTERNATIONAL, INC.
OUTSOURCE INTERNATIONAL OF AMERICA, INC.
CAPITAL STAFFING FUND, INC.
GUARDIAN EMPLOYER EAST, LLC
GUARDIAN EMPLOYER WEST, LLC
TANDEM STAFFING
TANDEM STAFFING FOR INDUSTRY
STAFFING FOR INDUSTRY
LABOR QUICK!
LABOR WORLD
OFFICE NETWORK
TANDEM OF MICHIGAN
RESOURCE DIMENSIONS
MIDWEST TEMPS
OUTSMART 3.0
OUTSMART 3.0 B2B
FRANBASE
TITO
IMPACT
PLUGGED IN