

03-12-2002

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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): Career Dynamics, Inc. 2-21-02 [checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Illinois, Other] Additional name(s) of conveying party(ies) attached? [checkbox] Yes [checkbox checked] No

2. Name of address of receiving party(ies): Name: HRdirect, Inc. Internal Address: Suite 440 Street Address: 200 Central Avenue City: St. Petersburg State: FL Zip: 33701 [checkboxes for citizenship, Association, General Partnership, Limited Partnership, Corporation-State Illinois, Other] If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkbox] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [checkbox] Yes [checkbox checked] No

3. Nature of conveyance: [checkbox] Assignment [checkbox] Merger [checkbox] Security Agreement [checkbox checked] Change of Name [checkbox] Other Execution Date: February 24, 1995

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1158027 Additional number(s) attached [checkbox] Yes [checkbox checked] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jacqueline P. Scheib Internal Address: Street Address: Robinson & Cole LLP 280 Trumbull Street City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$40.00 [checkbox checked] Enclosed [checkbox checked] Authorized to be charged to deposit account 8. Deposit account number: 18-1685 (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. Jacqueline P. Scheib Name of Person Signing [Signature] Signature February 21, 2002 Date Total number of pages including cover sheet, attachments, and document: 6

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

03/12/2002 8TON11 00000020 1158027 01 FC:481 40.00 DP

TRADEMARK REEL: 002458 FRAME: 0033

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
CAREER DYNAMICS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 24TH day of MARCH A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



George H Ryan

Secretary of State

ARTICLES OF AMENDMENT

File # D5605-604-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

MAR 24 1995

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

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Approved:

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Remit payment in check or money
order, payable to "Secretary of State."

1. CORPORATE NAME: Career Dynamics, Inc.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on February 24, 1995
in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of this amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all of the shareholders entitled to vote on this amendment.

(Note 4)

When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is: HRdirect, Inc.

(NEW NAME)

Text of Amendment

(Any article being amended is required to be set forth in its entirety)

RESOLVED, the new name of the Corporation is HRdirect, Inc.

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (if not applicable, insert "No change")

No change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (if not applicable, insert "No change")

No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (if not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ 136,183	\$ 136,183

(Complete either Item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated February 28, 1995

Career Dynamics, Inc.
(Exact Name of Corporation)

attested by Carol Walter
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Carol Walter, Secretary
(Type or Print Name and Title)

Robert Sanderson, President
(Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____

