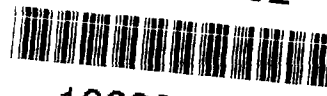


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Mega Force Acquisition Corp. 1001 Hay Street Fayetteville, NC 28305

2. Name and address of receiving party(ies) Name: The Mega Force Staffing Group, Inc. Internal Address: Street Address: 1001 Hay Street City: Fayetteville State: NC Zip: 28305

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: March 04, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,930,074, 1,450,001

6. Total number of applications and registrations involved: 02 7. Total fee (37 CFR 3.41): \$ 65.00

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Joyce W. Jenzano Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Joyce W. Jenzano Name of Person Signing Signature Date November 8, 2002

Total number of pages including cover sheet, attachments, and document: 04

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

11/15/2002 TDIAZI 00000014 1930074 01 FC:8521 40.00 OP 02 FC:8522 25.00 OP

TRADEMARK REEL: 2617 FRAME: 0875



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**MEGA FORCE ACQUISITION CORP.
WHICH CHANGED ITS NAME TO
THE MEGA FORCE STAFFING GROUP, INC.**

the original of which was filed in this office on the 7th day of March, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of March, 2002

Elaine F. Marshall

Secretary of State

Document Id: 220649064

State of North Carolina
Department of the Secretary of State

22-064 9064

ARTICLES OF AMENDMENT
BUSINESS CORPORATION

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Mega Force Acquisition Corp.
2. The text of each amendment adopted is as follows (*State below or attach*):
 - a. Article 1 of the Articles of Incorporation is amended to change the name of the corporation. Article 1 is hereby amended to read as follows:

“1. The name of the corporation shall be The Mega Force Staffing Group, Inc.”

- b. The following Article~~8~~ is in addition to the original Articles of Incorporation:

“8. Subject to subsection (1a) of §55-7-04 of the General Statutes of North Carolina, action required or permitted by Chapter 55 of the General Statutes of North Carolina to be taken at a shareholders' meeting may be taken without a meeting and without prior notice except as required by subsection (d) of §55-7-04 of the General Statutes of North Carolina, if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote were present and voted.”

- c. The following Article~~9~~ is in addition to the original Articles of Incorporation:

“9. Any transaction to be conducted by the corporation may be conducted by electronic means pursuant to the requirements set forth in Article 40 of Chapter 66 of the General Statutes of North Carolina.”

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

4. The date of adoption of each amendment was as follows: March 4, 2002

5. (Check either a, b, c, or d, whichever is applicable)

- a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
- b. The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
- c. The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (*set forth a brief explanation of why shareholder action was not required.*) _____

ARTICLES OF AMENDMENT

Page 2

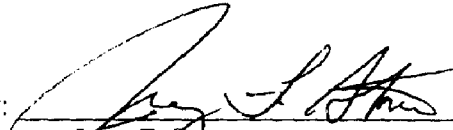
d. X The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

These articles will be effective upon filing.

This the 4th day of March, 2002

MEGA FORCE ACQUISITION CORP.,
a North Carolina corporation

By:


Jerry F. Stone
President

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

SCHEDULE A

Registered Servicemarks and Trademarks

Servicemark or Trademark

U.S. Registration No.

M (Serial No. 74/609,743)

1,930,074

MEGA FORCE TEMPORARIES
(Serial No. 74/601,871)

1,450,001