

Tab settings



102334644

To the Honorable Commissioner of Patents and Trademarks Attached original documents or copy thereof.

1. Name of conveying party(ies):

CareerTrack, Inc.

1-7-03

- Individual(s)
- General Partnership
- Corporation-State **Kansas**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **July 26, 2000**

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

Name: **Pryor Resources, Inc.**

Internal Address:

Street Address: **2000 Shawnee Mission Parkway**

City: **Shawnee Mission** State: **KS** ZIP: **66205**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Kansas**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,295,077	1,565,552	2,061,012
1,386,325	2,049,081	2,300,974
1,551,851	2,050,829	

Additional numbers Yes No

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

Name: **Thomas H. Van Hoozer**

Internal Address: **Hovey Williams LLP**

01/10/2003 TDI021 00000005 190522 1295077

01 FC:8521 40.00 CH
02 FC:8522 175.00 CH

Street Address: **2405 Grand Boulevard, Suite 400**

City: **Kansas City** State: **KS** ZIP: **64108**

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41):.....\$ **\$215.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

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.

Thomas H. Van Hoozer

Name of Person Signing

Thomas H. Van Hoozer
Signature

Dec. 31, 2002

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

269-384-4 (S)

2 9 3 0 0 0 0 0 0 0 9

269-385-1

**CERTIFICATE OF OWNERSHIP & MERGER
OF
PRYOR RESOURCES, INC.**

JULY 26, 2000

We, Philip R. Love, President, and Michael B. Hays, Secretary of the above-named corporation, a corporation organized and existing under the laws of the State of Kansas (the "Parent Corporation") and the sole stockholder of CareerTrack, Inc., also a Kansas Corporation (the "Subsidiary"), do hereby certify that the following resolutions were adopted by the Board of Directors of the Parent Corporation, on July 25, 2000:

53 CORPORATION CHANGE

RESOLVED, that, for no consideration, the Subsidiary will be merged into the Parent Corporation and will cease to exist as a separate entity (the "Merger").

FURTHER RESOLVED, that the Parent Corporation will assume all of the obligations of the Subsidiary and will be the surviving entity of the Merger.

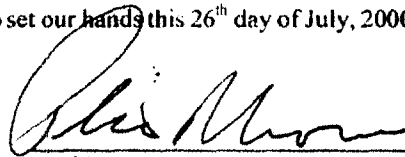
FURTHER RESOLVED, that the effective date of the Merger will be July 31, 2000 (the "Effective Date").

FURTHER RESOLVED, that upon the Effective Date, all of the 1,000 authorized and issued shares of the Subsidiary's common stock, \$.01 par value per share, will be cancelled.

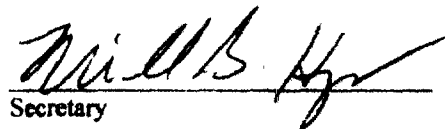
FURTHER RESOLVED, that, in accordance with K.S.A. 17-6003 and 17-6703, as amended, the officers of the Parent Corporation be and hereby are authorized and directed to file a Certificate of Ownership & Merger with the Secretary of State of the State of Kansas and to take any further actions as are necessary or appropriate in connection with the Merger.

We further certify that the resolutions were duly adopted in accordance with the provisions of Sections 17-6008(c), 17-6301(f) and 17-6703 of the Kansas General Corporation Code, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of July, 2000.



President



Secretary

SECRETARY OF STATE
KANSAS
JUL 26 2000
PM 3 42

Pryor Resources, Inc.
July 26, 2000

(B)

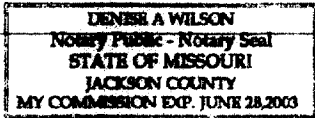
2 9 3 0 0 0 0 0 0 9

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

I, Denise A. Wilson, a Notary Public, do hereby certify that on the 26th day of July, 2000, personally appeared before me **PHILIP R. LOVE** and **MICHAEL B. HAYS**, who being first duly sworn, acknowledged and declared that they are the persons who signed the foregoing document as President and Secretary, respectively, of Pryor Resources, Inc. and that the statements therein contained are true.

Denise A. Wilson
Notary Public

My commission expires:



readily available to be a true and
correct copy of the original on the
date of this document 11/22/2002
with a witness of the State of Missouri

Pryor Resources, Inc.
July 26, 2000