

REC
TR

01-16-2003

Docket No.:

19117.002

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To the Honorable Commissioner of Patents and

and original documents or copy thereof.

102339455

1. Name of conveying party(ies):

Thomas Staffing Services, Inc.

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

Name: Personnel Group of America, Inc.

Internal Address: Suite 500

Street Address: 5605 Carnegie Blvd.

City: Charlotte State: NC ZIP: 28209

- Individual(s)
- General Partnership
- Corporation-State California
- Other

- Association
- Limited Partnership

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Ownership Merging Thomas Staffing, Inc. Into Personnel Group of America, Inc.

- Merger
- Change of Name

Execution Date: July 25, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,028,458

2,028,456

Additional numbers Yes No

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

Name: Karl S. Sawyer, Jr.

Internal Address: Kennedy Covington Lobdell &

Hickman, LLP

Street Address: Hearst Tower, 47th Floor

214 North Tryon Street

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

01/15/2003 LMUELLER 00000193 2028458

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

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.

Karl S. Sawyer, Jr., Reg. No. 28,902

Name of Person Signing

Signature

January 7, 2003

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

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FILED
In the office of the Secretary of State
of the State of California

JUL 28 1997

**CERTIFICATE OF OWNERSHIP
MERGING THOMAS STAFFING, INC.
INTO PERSONNEL GROUP OF AMERICA, INC.**

Bill Jones
L. JONES, Secretary of State

We, Ken R. Bramlett, Jr. the Senior Vice President, Rosemary Payne-Harris the Assistant Secretary of Personnel Group of America, Inc., a Delaware corporation ("PGA"), do hereby certify:

1. That we are the Senior Vice President and the Assistant Secretary of PGA.
2. That PGA is duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
3. That PGA owns 100 percent of the outstanding shares of Thomas Staffing Services, Inc. a corporation duly organized and existing under the laws of the State of California.
4. That the Plan of Merger attached hereto as Exhibit A was duly adopted and approved by the board of directors of PGA.
5. This certificate shall become effective on July 28, 1997

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at Charlotte, NC on July 25, 1997

Ken R. Bramlett, Jr.

Ken R. Bramlett, Jr. Senior Vice President

Rosemary Payne-Harris

Rosemary Payne-Harris, Assistant Secretary

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 28th day of July, 1997, pursuant to Section 253 of the General Corporation Law of the State of Delaware, by and between THOMAS STAFFING SERVICES, INC., a California corporation, and PERSONNEL GROUP OF AMERICA, INC., a Delaware corporation.

I. Corporations Participating in Merger.

Thomas Staffing Services, Inc., a California corporation (the "Merging Corporation"), will merge into Personnel Group of America, Inc., a Delaware corporation, which will be the surviving corporation (the "Surviving Corporation"). The Merging Corporation is a wholly owned subsidiary of the Surviving Corporation.

II. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name "Personnel Group of America, Inc."

III. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. This merger shall become effective upon filing with the Secretary of State of Delaware. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

IV. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged in the following manner:

A. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

B. **Merging Corporation.** Each outstanding share of the Merging Corporation shall be canceled.

V. *Effect of the Plan of Merger upon the Surviving Corporation.*

A. The Certificate of Incorporation of the Surviving Corporation as heretofore amended and as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

B. The bylaws of the Surviving Corporation as they shall exist at the Effective Time shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

C. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

D. After the merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

E. After the merger, the Surviving Corporation shall assume all of the liabilities of the Merging Corporation.

VII. *Abandonment*

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

[CORPORATE SEAL]

Attest:

Jane C. Holt
Assistant Secretary

THOMAS STAFFING SERVICES, INC.

By: *Ken R. Bramlett, Jr.*
Ken R. Bramlett, Jr., Vice President

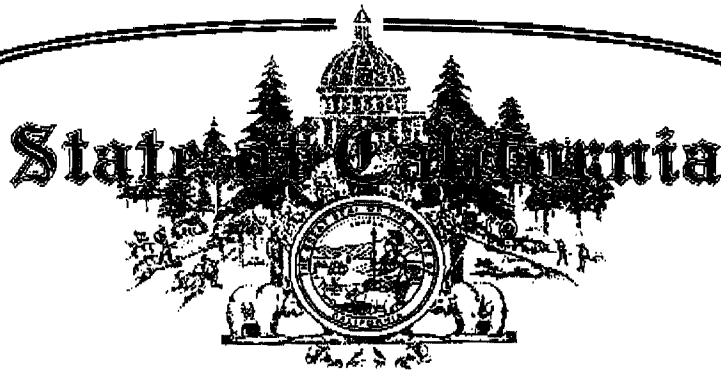
[CORPORATE SEAL]

Attest:

Rosemary Payne-Harris
Rosemary Payne-Harris, Assistant Secretary

PERSONNEL GROUP OF AMERICA, INC.

By: *Ken R. Bramlett, Jr.*
Ken R. Bramlett, Jr., Senior Vice President



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 0 2 2002



Bill Jones

Secretary of State