

06-09-2003

FORM PTO-1594 (Rev. 6-93)

RECC



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

4-25-03 TR

102467406

Atty Docket No.

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

1. Name of conveying party(ies):

OutSource Partners, Inc.

- Individuals(s) Association
General Partnership Limited Partnership
Corporation-State - Delaware
Other

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other Second Amendment to Certificate of Incorporation with Name Change

Execution Date: December 11, 2002

2. Name and address of receiving party(ies)

Name: U.S. Security Associates Partners, Inc.

Internal Address:

Street Address: 200 Mansell Court

City: Roswell State: Georgia Zip: 30076

- 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

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
Serial No. 76/298,862 - MARKET MASTER

B. Trademark Registration No.(s)
Reg. No. 2,476,272 - PAST POSITIVE
Reg. No. 2,585,122 - RESPONSE MANAGEMENT
Reg. No. 2,348,358 - Concentric Circle Design
Reg. No. 2,342,946 - OUTSOURCE PARTNERS
Reg. No. 2,342,949-OUTSOURCE PARTNERS, INC. and Design

Additional numbers attached? Yes No

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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Statement and signature. I hereby declare that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christine P. James
Name of Person Signing

Signature

4/18/03
Date

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:16 AM 12/12/2002
020772905 - 3127670

**CERTIFICATE OF
SECOND AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF**

OUTSOURCE PARTNERS, INC.

Outsource Partners, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: The Corporation filed its original certificate of incorporation with the Delaware Secretary of State on December 6, 1999 (the "Certificate of Incorporation") under the name New OutSource, Inc.

SECOND: New OutSource, Inc. amended the certificate of incorporation changing its name to OutSource Partners, Inc. by certificate of amendment filed with the Secretary of State on December 15, 1999.

THIRD: That the Board of Directors of the Corporation, by unanimous written consent of all its members filed with the minutes of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to its Certificate of Incorporation:

RESOLVED, that the Certificate of Incorporation be amended by changing Article One thereof, so that, as amended, said Article shall read as follows:

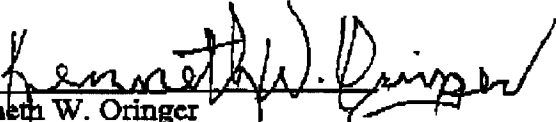
The name of the corporation is U. S. Security Associates Partners, Inc.

FOURTH: That in lieu of a meeting and vote of the stockholders of the Corporation, the stockholders have given written consent to the amendment in accordance with the provisions of Section 228 of the General Corporation law and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law to every stockholder entitled to such notice.

FIFTH: That the amendment was duly adopted in accordance with the applicable provision of Sections 242 and 228 of the General Corporation Law.

IN WITNESS WHEREOF, OutSource Partners, Inc has caused this certificate to be signed by its Executive Vice President this 11 day of December, 2002.

OUTSOURCE PARTNERS, INC.

By: 
Kenneth W. Oringer
Executive Vice president