

06-04-2003

FORM PTO-1594 (Rev. 6-93)



COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

102464041

Atty Docket No.

To the Assistant Commissioner of

Patents, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

U.S. Security Associates Partners, Inc.

21-75-03

2. Name and address of receiving party(ies)

Name: U.S. Security Holdings, Inc.

Internal Address:

APR 25 2003

Street Address: 200 Mansell Court

City: Roswell

State: Georgia Zip: 30076

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

Additional names(s) of conveying party(ies) attached  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 representative designation is attached:  Yes  No

3. Nature of conveyance:

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

Execution Date: January 14, 2003

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

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.

Christine P. James

Name of Person Signing

Signature

Date

4/18/03

06/03/2003 DBYRNE 00000140 76298862

01 FC:0521  
02 FC:0522

Total number of pages including cover sheet, attachments, and document: 40.00 of 125.00 IP

ATTORNEY'S FEE 700054984

TRADEMARK REEL: 002757 FRAME: 0504

CH \$165.00 110860 76298862

APR. 16. 2003 9:32AM SENT BY OUTSOURCE PARTNERS

NO. 751 P. 7

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:03 AM 01/16/2003  
030032363 - 3127670

**CERTIFICATE OF  
THIRD AMENDMENT TO  
CERTIFICATE OF INCORPORATION  
OF**

**U. S. SECURITY ASSOCIATES PARTNERS, INC.**

U. S. Security Associates 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:** OutSource Partners, Inc. amended the certificate of incorporation changing its name to U. S. Security Associates Partners, Inc. by certificate of amendment filed with the Secretary of State on December 12, 2002.

**FOURTH:** 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 Holdings, Inc.

**FIFTH:** 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.


APR. 16. 2003 9:32AM SENT BY OUTSOURCE PARTNERS

NO. 751 P. 8

SIXTH: 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, U. S. Security Associates Partners, Inc has caused this certificate to be signed by its Executive Vice President this 14th day of January, 2003.

U. S. SECURITY ASSOCIATES  
PARTNERS, INC.

By:   
Kenneth W. Oringer  
Executive Vice president