

06-25-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings

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

1. Name of conveying party(ies):
SELECT APPOINTMENTS NORTH AMERICA INC.
6-20-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - *Delaware*
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: *VEDIOR NORTH AMERICA, LLC*
 Internal Address: _____
 Street Address: *60 Harvard Mill Square*
 City: *Wakefield* State: *MA* Zip: *01880*

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
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: *Dec. 16, 2002*

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) *2249660*
2576931; 2294765

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: *Thomas W. Brooke*
 Internal Address: *HOLLAND & KNIGHT LP*
Suite 100
 Street Address: *2099 PA. Ave. N.W.*
 City: *Washington* State: *DC* Zip: *20006*

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$ *90*
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Carolyne Felter *Carolyne Felter* *June 20, 2003*
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP


**CERTIFICATE OF MERGER
OF
SELECT APPOINTMENTS NORTH AMERICA INC.
INTO
VEDIOR NORTH AMERICA, LLC**

Pursuant to Section 264 of the Delaware General Corporation Law, the undersigned surviving limited liability company submits the following Certificate of Merger and certifies that:

1. The constituent business entities participating in the merger herein certified are: (a) Select Appointments North America Inc., a Delaware corporation ("Select"), and (b) Vedior North America, LLC, a Delaware limited liability company ("Vedior").
2. An Agreement and Plan of Merger (the "Merger Agreement") dated December 16, 2002 between Select and Vedior, has been approved, adopted, certified, executed and acknowledged by Select in the same manner as is provided in Section 251 of the Delaware General Corporation Law and by Vedior in accordance with the Limited Liability Company Agreement of Vedior dated as of December 3, 2002 and the requirements of Section 18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company in the merger herein certified is Vedior North America, LLC, which shall continue its existence as said surviving limited liability company under its present name upon the effective date of such merger pursuant to the Delaware Limited Liability Company Act.
4. The effective date and time of the merger will be December 31, 2002 at 5:00 p.m. (Eastern Standard Time).
5. The executed Merger Agreement is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 60 Harvard Mill Square, Wakefield, Massachusetts 01880.
6. A copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any member of Vedior and any stockholder of Select.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on December 16, 2002.

VEDIOR NORTH AMERICA, LLC

By: 
Name: Ronald Fuccillo
Title: Secretary