

07-30-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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):

Career Holdings, Inc.

7-25-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: August 30, 2002

2. Name and address of receiving party(ies)

Name: CareerBuilder, LLC

Internal Address: Suite 600

Street Address: 8420 W. Bryn Mawr

City: Chicago State: IL Zip: 6063

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company - Delaware

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

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

A. Trademark Application No.(s) See attached list

B. Trademark Registration No.(s) See attached list

Additional number(s) attached Yes No

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

Name: Matthew W. Walch

Internal Address: Latham & Watkins 5800 Sears Tower

Street Address: 233 South Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 3.41) \$ 390.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1125, for any under-/over-payment

DO NOT USE THIS SPACE

9. Signature.

Matthew W. Walch Name of Person Signing

Signature

July 22, 2003 Date

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

5

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

TRADEMARK REEL: 002789 FRAME: 0316

OFFICE OF PATENT RECORDS FINANCE SECTION 103 JUL 25 AM 9:52

RECORDATION FORM COVER SHEET ATTACHMENT

4. Application number(s) or registration number(s) - continuation

A. Trademark Application No.(s)

75-838163 and 75-401649

B. Trademark Registration No.(s)

2578569	2463630
2505286	2302739
2302738	2545520
2373293	2215317
2133951	2082443
2111657	2155339
2126103	

Delaware

PAGE 1

The First State

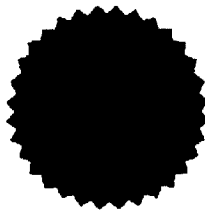
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CAREER HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CAREER MERGER, LLC" UNDER THE NAME OF "CAREER BUILDER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2002, AT 12:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF SEPTEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3557179 8100M

AUTHENTICATION: 1962030

020548439

DATE: 08-30-02

AUG-30-2002 12:05

CT CORP

STATE OF DELAWARE
SECRETARIES OF STATE P.11
DIVISION OF CORPORATIONS
FILED 12:03 PM 08/30/2002
020548439 - 3557179

**CERTIFICATE OF MERGER
MERGING**

CAREER HOLDINGS, INC.
(a Delaware corporation)

INTO

CAREER MERGER, LLC
(a Delaware limited liability company)

Pursuant to Section 264 of the General Corporation Law of the State of Delaware
and Section 18-209 of the Limited Liability Company Act of the State of Delaware

**CAREER MERGER, LLC, a limited liability company organized and existing
under the laws of Delaware (the "LLC"), DOES HEREBY CERTIFY:**

FIRST: That the LLC was formed on the 9th day of August, 2002, pursuant
to the Limited Liability Company Act of the State of Delaware, the provisions of which permit
the merger of a corporation of said state with and into a limited liability company also existing
under the laws of Delaware.

SECOND: That Career Holdings, Inc. (the "Corporation"), a corporation
formed on the 11th day of July, 2000, pursuant to the General Corporation Law of the State of
Delaware (the "DGCL") is the sole member of the LLC.

THIRD: That an Agreement and Plan of Merger (the "Merger Agreement")
providing for the merger of the Corporation with and into the LLC has been approved, adopted,
certified, executed and acknowledged by each of the Corporation and the LLC in accordance
with the provisions of Section 264(c)(2) of the DGCL and Section 18-209 of the Limited
Liability Company Act of the State of Delaware.

FOURTH: That Article First of the Articles of Formation of the LLC is hereby
amended to change the name of the LLC to CareerBuilder, LLC.

FIFTH: That the Merger Agreement is on file at the principal place of
business of the LLC at 8420 West Bryn Mawr Avenue, Suite 660, Chicago, Illinois 60631.

SIXTH: That a copy of the Merger Agreement will be furnished by the
LLC on request and without cost to any stockholder of the Corporation or any member of the
LLC.

SEVENTH: That the merger shall be effective at 2:00 P.M., Eastern Standard
Time, on September 1, 2002.

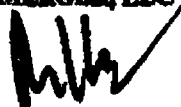
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CT CORP

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IN WITNESS WHEREOF, the LLC has caused this Certificate of Merger to be signed by its authorized representative this 30th day of August, 2002.

CAREER MERGER, LLC



By: _____
Name: Mark V. Hlanik
Title: Secretary

CTM 200208-0