

07-31-2003



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

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Tab settings

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

1. Name of conveying party(ies): CareerBuilder, Inc. 7-29-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Career Holdings, Inc.
Internal Address: Suite 600
Street Address: 8420 W. Bryn Mawr
City: Chicago State: IL Zip: 60631
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: August 30, 2002

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
Date: July 22, 2003

Total number of pages including cover sheet, attachments, and document: 7

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01 FC:8521
02 FC:8522

40.00 OP
350.00 OP

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

TRADEMARK
REEL: 002791 FRAME: 0223

**RECORDATION FORM COVER SHEET ATTACHMENT**

**1. Name of conveying party(ies) – continuation**

Resume Acquisition Corporation, a Delaware corporation

**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

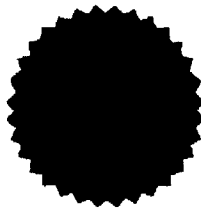
*The First State*

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:

"CAREERBUILDER, INC.", A DELAWARE CORPORATION,  
"RESUME ACQUISITION CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "CAREER HOLDINGS, INC." UNDER THE NAME OF  
"CAREER HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 2002, AT 12:02  
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 1 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

3257894 8100M

AUTHENTICATION: 1962001

020548433

DATE: 08-30-02

AUG-30-2002 12:05

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STATE OF DELAWARE P.07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:02 PM 08/30/2002  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
CAREERBUILDER, INC.  
(a Delaware corporation)  
AND  
RESUME ACQUISITION CORPORATION  
(a Delaware corporation)  
INTO  
CAREER HOLDINGS, INC.  
(a Delaware corporation)  
UNDER SECTION 253 OF THE GENERAL CORPORATION  
LAW OF THE STATE OF DELAWARE**

CAREER HOLDINGS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

**FIRST:** That this Corporation was incorporated on the 11th day of July, 2000, pursuant to the General Corporation Law of the State of Delaware, as amended (the "DGCL"), the provisions of which permit the merger of a parent corporation into a subsidiary corporation organized and existing under the laws of said state.

**SECOND:** That this Corporation owns all of the outstanding shares of common stock, par value \$.001 per share, of CareerBuilder, Inc., a corporation incorporated on the 6<sup>th</sup> day of November, 1995, pursuant to the DGCL and having no class of capital stock outstanding other than said common stock.

**THIRD:** That this Corporation owns all of the outstanding shares of common stock, par value \$.01 per share, of Resume Acquisition Corporation, a corporation incorporated on the 13th day of April, 2000, pursuant to the DGCL and having no class of capital stock outstanding other than said common stock.

**FOURTH:** That this Corporation, by the following resolutions of its Board of Directors duly adopted by the unanimous consent of its members thereof and filed with the minutes of the Board pursuant to Section 141(f) of the DGCL, on August 30, 2002, determined to merge said CareerBuilder, Inc. and Resume Acquisition Corporation with and into itself:

**WHEREAS,** this Corporation is the legal and beneficial owner of all of the outstanding shares of common stock, par value \$.001 per share (the "CareerBuilder Common Stock"), of CareerBuilder, Inc., a Delaware corporation ("CareerBuilder");

**WHEREAS,** this Corporation is the legal and beneficial owner of all of the outstanding shares of common stock, par value \$.01 per share (the "RAC Common Stock"), of Resume Acquisition Corporation, a Delaware corporation ("RAC"); and

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**WHEREAS**, this Corporation desires to merge CareerBuilder and RAC with and into itself pursuant to the provisions of Section 253 of the DGCL;

**NOW THEREFORE BE IT RESOLVED**, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware or such later time as specified in the Certificate of Ownership and Merger so filed (the "Effective Time"), each of CareerBuilder and RAC shall be merged with and into this Corporation (the "Merger"), the separate existence of each of CareerBuilder and RAC shall cease, this Corporation shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of each of CareerBuilder and RAC in accordance with the DGCL;

**FURTHER RESOLVED**, that the Merger shall have the effects set forth in the DGCL;

**FURTHER RESOLVED**, that at the Effective Time, the Amended and Restated Certificate of Incorporation of this Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided by applicable law or such Certificate of Incorporation;

**FURTHER RESOLVED**, that at the Effective Time, the Amended and Restated By-laws of this Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter changed or amended as provided by the Certificate of Incorporation of the Surviving Corporation or such By-laws;

**FURTHER RESOLVED**, that the directors of this Corporation at the Effective Time shall be the directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

**FURTHER RESOLVED**, that the officers of this Corporation at the Effective Time shall be the officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

**FURTHER RESOLVED**, that at the Effective Time, by virtue of the Merger and without any action on the part of this Corporation, CareerBuilder or RAC:

- (a) Each issued and outstanding share of common stock, par value \$.01 per share, of this Corporation shall represent one validly issued, fully-paid and non-assessable share of common stock, par value \$.01 per share, of the Surviving Corporation;
- (b) Each share of CareerBuilder Common Stock issued and outstanding or held in the treasury of CareerBuilder immediately prior to the Effective Time

shall be canceled and no consideration shall be delivered in exchange therefor;  
and

(c) Each share of RAC Common Stock issued and outstanding or held in the treasury of RAC immediately prior to the Effective Time shall be canceled and no consideration shall be delivered in exchange therefor.

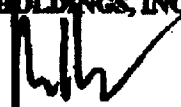
**FURTHER RESOLVED**, that the officers of this Corporation be, and each of them hereby is, authorized and directed to make and execute, and the Secretary of this Corporation be, and hereby is, authorized to attest a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger and the date of adoption hereof and to cause the same to be filed with the Secretary of State of the State of Delaware and to take any and all actions whatsoever, whether within or without the State of Delaware, deemed by them necessary or appropriate to effect the Merger or to carry out the purpose and intent of the foregoing resolutions.

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

\* \* \* \* \*

IN WITNESS WHEREOF, the Corporation has duly executed this Certificate this  
30th day of August, 2002.

CAREER HOLDINGS, INC.



By: \_\_\_\_\_  
Name: Mark W. Herdt  
Title: Secretary