

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metamor Information Technology Services, Inc.		10/25/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	COMSYS Information Technology Services, Inc.
Street Address:	4400 Post Oak Parkway, Suite 1800
City:	Houston
State/Country:	TEXAS
Postal Code:	77027
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1269486	COMSYS
Registration Number:	1269487	COMSYS

CORRESPONDENCE DATA	
Fax Number:	(713)522-8889
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713-522-6565
Email:	oathout@winstarmail.com
Correspondent Name:	Mark A. Oathout
Address Line 1:	3701 Kirby Drive, Suite 960
Address Line 4:	Houston, TEXAS 77098

ATTORNEY DOCKET NUMBER:	COMS003/4
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NAME OF SUBMITTER:	Mark A. Oathout
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Total Attachments: 4  
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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "METAMOR INFORMATION TECHNOLOGY SERVICES, INC.", CHANGING ITS NAME FROM "METAMOR INFORMATION TECHNOLOGY SERVICES, INC." TO "COMSYS INFORMATION TECHNOLOGY SERVICES, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

0779761 8100

991469651

AUTHENTICATION: 0066167

DATE: 11-05-99

TRADEMARK  
REEL: 002807 FRAME: 0066

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF

METAMOR INFORMATION TECHNOLOGY SERVICES, INC.

Metamor Information Technology Services, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopts this Restated Certificate of Incorporation, which accurately restates and integrates the provisions of the existing Certificate of Incorporation of the Corporation and all amendments thereto that are in effect on the date hereof (the "Certificate of Incorporation") and further amends the provisions of the Certificate of Incorporation as described below, and does hereby further certify that:

1. The name of the corporation is Metamor Information Technology Services, Inc. The name under which the corporation was originally incorporated is Cutler-Williams Incorporated. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 9, 1972.

2. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the amendments to the Certificate of Incorporation as described herein, and the Corporation's stockholders duly adopted such amendments, all in accordance with the provisions of Sections 228, 242 and 245 of the DGCL.

3. The Certificate of Incorporation is hereby restated and further amended to read in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION

First: The name of the Corporation is COMSYS Information Technology Services, Inc.

Second: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

Third: The nature of the business to be conducted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have authority to issue is Five Million (5,000,000) of a par value of \$.01 each, amounting in the aggregate to \$50,000.00, all designated Common Stock.

Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the stockholders of the Corporation on all propositions before such meeting.

No holder of any class of stock shall be entitled to any right, preemptive or otherwise, to subscribe to or purchase any additional issue or any securities of the Corporation which may be now or hereafter authorized to be issued, or any stock or securities held in the treasury of the Corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise.

Subject to all of the rights of any Preferred Stock or any series thereof hereafter authorized, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash stock or otherwise.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series, if any shall hereafter be authorized and issued, shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payments in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

Fifth: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

(2) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

(3) When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or

property including securities of any other corporation or corporation, as the Board of Directors shall deem expedient and for the best interests of the Corporation; and

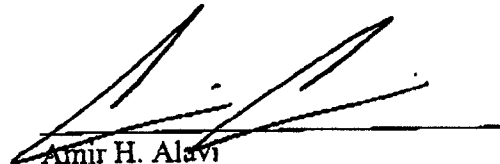
- (4) To alter, amend or repeal the Bylaws, such powers may from time to time be provided in the Bylaws of the Corporation.

Sixth: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Seventh: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and in this Restated Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

Eighth: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of his fiduciary duty as a director, provided that, the limitation on liability contained herein shall not eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) arising under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of October 1999.

  
Amir H. Alavi