

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Key Management Strategies, Inc.		12/31/2000	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Right Management Consultants, Inc.
Street Address:	1818 Market Street
Internal Address:	33rd Floor
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19103
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2147920	COURAGE QUOTIENT

CORRESPONDENCE DATA

Fax Number: (215)981-4750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2159814194
 Email: kennedyp@pepperlaw.com
 Correspondent Name: Paul J. Kennedy
 Address Line 1: 18th and Arch Streets
 Address Line 2: 3000 Two Logan Square
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2799

ATTORNEY DOCKET NUMBER:	KMS/RMC 126039.3
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NAME OF SUBMITTER:	Paul J. Kennedy
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Total Attachments: 6
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**TRADEMARK
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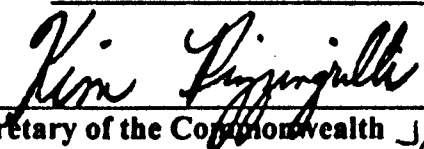
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Entity Number 719053

Filed with the Department of
State on DEC 08 2000


Secretary of the Commonwealth JK

ARTICLES OF MERGER

COMMONWEALTH OF PENNSYLVANIA

1. The name of the corporation surviving the merger is:
Right Management Consultants, Inc.
2. The surviving corporation is a domestic business corporation and the address of its current registered office in Pennsylvania is:

1818 Market Street, 33rd Floor, Philadelphia, Phila. County, PA 19103

3. The name of the other foreign corporations that are a party to the plan of merger and the address of their respective registered offices are as follows:

Career Development Group, Inc., a Wisconsin corporation
331 East Washington Street
Appleton, WI 54911

Irwin & Browning, Inc., a Georgia corporation
2900 Paces Ferry Road, Building B
Atlanta, GA 30339

Key Management Strategies, Inc., a Pennsylvania corporation
329 Marvin Road
Elkins Park, PA 19117

Right Associates Belgium, Inc., a Delaware corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

Right Associates France, Inc., a Delaware corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

4. The Plan shall be effective on December 31, 2000, at 11:59 p.m.

5. The manner in which the Plan was adopted by each domestic corporation is as follows:

Manner of adoption - Resolution of Board of Directors of **Right Management Consultants, Inc.** pursuant to Sections 1924(b)(1)(ii) and (b)(3) of the Pennsylvania Business Corporation Law.

Manner of adoption - Resolution of Board of Directors of **Key Management Strategies, Inc.** pursuant to Sections 1924(b)(1)(ii) and (b)(3) of the Pennsylvania Business Corporation Law.

6. The Plan was authorized, adopted and approved, as the case may be, by each of the foreign corporations, that being, Career Development Group, Inc., Irwin & Browning, Inc., Right Associates Belgium, Inc. and Right Associates France, Inc., in accordance with the respective laws of the jurisdiction in which each is incorporated.

7. The Plan of Merger is set forth in full as Exhibit A, attached hereto and made a part hereof (the "Plan").

IN TESTIMONY WHEREOF, the undersigned surviving corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof on the 17th day of November, 2000

RIGHT MANAGEMENT CONSULTANTS, INC.

By: 

Title: PRESIDENT

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is made the 17th day of November, 2000, by and between RIGHT MANAGEMENT CONSULTANTS, INC. a Pennsylvania corporation ("RMCI"), CAREER DEVELOPMENT GROUP, INC., a Wisconsin Close business corporation ("CAREER"), IRWIN & BROWNING, INC., a Georgia business corporation ("I&B"), KEY MANAGEMENT STRATEGIES, INC., a Pennsylvania business corporation ("KEY"), RIGHT ASSOCIATES BELGIUM, INC., a Delaware business corporation ("RIGHT BELGIUM") and RIGHT ASSOCIATES FRANCE, INC., a Delaware business corporation ("RIGHT FRANCE") (collectively, CAREER, I&B, KEY, RIGHT BELGIUM and RIGHT FRANCE are hereinafter referred to the "Merged Corporations"). RMCI owns all of the outstanding shares of capital stock of the Merged Corporations. Pursuant to this Plan of Merger, all of the Merged Corporations will merge with and into RMCI pursuant to the applicable provisions of the Pennsylvania Business Corporation Law of 1988, as amended.

1. Merger of Merged Corporations into RMCI On the Effective Date (as defined in paragraph 7 hereof), the Merged Corporations will merge with and into RMCI and the separate existence of the Merged Corporations will cease (the "Merger"). RMCI will be the Surviving Corporation and will continue its existence under Pennsylvania Law ("Surviving Corporation"), which Surviving Corporation shall be governed by the Pennsylvania Business Corporation Law of 1988, as shall be amended from time to time.

2. Articles of Incorporation of Surviving Corporation. On the Effective Date, RMCI's Articles of Incorporation shall be and remain effective for Surviving Corporation until the same shall be altered or amended according to the provisions permitted by the laws of the Commonwealth of Pennsylvania.

3. By-Laws of Surviving Corporation. On the Effective Date, the By-Laws of RMCI shall be and remain the By-Laws of RMCI, until the same shall be altered or amended according to the provisions thereof and in a manner permitted by the laws of the Commonwealth of Pennsylvania.

4. Directors and Officers of Surviving Corporation. On the Effective Date, the directors and officers of RMCI, as then in office, shall be and remain the directors and officers of RMCI, until their successors shall be duly elected and shall qualify in accordance with the By-Laws of RMCI.

5. Shares. On the Effective Date, each then issued an outstanding share of the stock of RMCI will be and continue to be an issued and outstanding share of the Surviving Corporation, and each then issued and outstanding share of the stock of the Merged Corporations will, by virtue of the Merger and without any action on the part of the holder thereof, be canceled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

6. Liabilities and Obligations. On the Effective Date, the separate existence of the Merged Corporations shall cease and said Merged Corporations shall be merged with and into RMCI in accordance with the provisions of this Plan of Merger, and RMCI shall possess each and all of the rights, privileges, powers and franchises, of a public and private nature, and be subject to all of the restrictions, disabilities and duties of the Merged Corporations, and all of the rights, privileges, powers and franchises of the Merged Corporations and all property, whether real, personal or mixed, and all debts due to the Merged Corporations on whatever account shall be vested in RMCI, and all property, rights, privileges, powers and franchises and all and every other interest of the Merged Corporations shall thereafter be and become the

property of RMCI as they were of the Merged Corporations respectively, and RMCI agrees to assume all of the liabilities and obligations of the Merged Corporations. Liens upon the property of the respective Merged Corporations shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against the respective Merged Corporations may be prosecuted to judgment as if the Merger had not taken place, or RMCI may be proceeded against or substituted in its place. Any taxes, penalties and public accounts claimed against but not settled, assessed or determined prior to the Effective Date shall be settled, assessed or determined against RMCI, and, together with interest thereon, shall be a lien against the franchise and property, both real and personal, of RMCI.

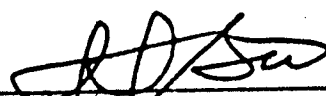
7. Approval, Filing and Effectiveness. After this Plan of Merger has been duly approved in the manner required by law, and if it is not terminated in accordance with paragraph 8 hereof, Articles of Merger will be executed and filed with the Pennsylvania Department of State, and the appropriate documentation shall be filed in the appropriate offices in the respective jurisdictions of each of the Merged Corporations, both documents reflecting an Effective Date for the Merger as of December 31, 2000 at 11:59 P.M.

8. Termination. This Plan of Merger may be terminated and the Merger abandoned by action of the Board of Directors of RMCI at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger affixed their corporate seals the day and year first above written.

SURVIVING CORPORATION:

RIGHT MANAGEMENT CONSULTANTS, INC.

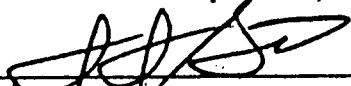
By: 
Title: PRESIDENT

(signatures continued)


(continuation of signatures)

MERGED CORPORATIONS:

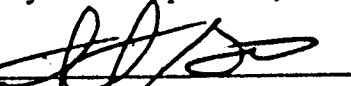
CAREER DEVELOPMENT GROUP, INC.
(A Wisconsin Close corporation)

By: 
Title: PRESIDENT

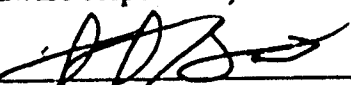
IRWIN & BROWNING, INC.
(A Georgia corporation)

By: 
Title: PRESIDENT

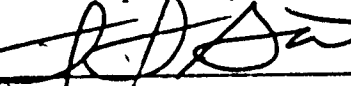
KEY MANAGEMENT STRATEGIES, INC.
(A Pennsylvania corporation)

By: 
Title: PRESIDENT

RIGHT ASSOCIATES BELGIUM, INC.
(A Delaware corporation)

By: 
Title: PRESIDENT

RIGHT ASSOCIATES FRANCE, INC.
(A Delaware corporation)

By: 
Title: PRESIDENT