

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
Brience, Inc.		07/23/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	TSI Brience, LLC
Street Address:	201 N. Franklin Street
Internal Address:	Suite 700
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33602
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2608990	BRIENCE
Registration Number:	2608989	BRIENCE
Registration Number:	2608846	BRIENCE

CORRESPONDENCE DATA	
Fax Number:	(904)359-8700
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(904) 359-7545
Email:	PTOMAILJACKSONVILLE@FOLEYLAW.COM
Correspondent Name:	Chanley T. Howell
Address Line 1:	Foley & Lardner LLP, 3000 K Street, N.W.
Address Line 2:	Suite 500
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-5143

ATTORNEY DOCKET NUMBER:	036199-0313, 0314, 0315
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NAME OF SUBMITTER:	Chanley T. Howell
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CH \$90.00 2608990

Total Attachments: 3

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NO. 133 0002

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:05 PM 07/23/2003
FILED 07:05 PM 07/23/2003
SRV 030463262 - 3676825 TITLE

CERTIFICATE OF MERGER

OF

BRIENCE, INC.
(a Delaware corporation)

WITH AND INTO

TSI BRIENCE, LLC
(a Delaware limited liability company)

In accordance with the provisions of Sections 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware.

TSI Brience, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware (the "Company"), desiring to merge Brience, Inc., a Delaware corporation ("Brience"), with and into itself, pursuant to the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of organization of the constituent business entities participating in the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Brience, Inc.	Delaware
TSI Brience, LLC	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent business entities in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Law and in accordance with the provisions of Section 264 of the Delaware General Corporation Law.

THIRD: The name of the surviving limited liability company in the Merger is TSI Brience, LLC, which will continue its existence as the Surviving Limited Liability Company under its present name. The Certificate of Formation of the Company, as now in force and effect, shall continue to be the Certificate of Formation of the Surviving Limited Liability Company.

FOURTH: An executed Merger Agreement is on file at the principal place of business of the Surviving Limited Liability Company, the address of which is as follows: TSI Brience,

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LLC, 201 N. Franklin Street, Suite 700, Tampa, FL 33602, Attn: Chief Executive Officer. A copy of the Merger Agreement will be furnished by the Surviving Limited Liability Company, on request, and without cost, to any stockholder of Brience or any member of the Company.

FIFTH: The Merger shall be effective immediately upon filing.

02/20/2004

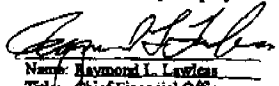
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IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent business entities, pursuant to the General Corporation Law and the Limited Liability Company Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 23 day of July, 2003.

TSI Brience, LLC,
a Delaware limited liability company

By: 
Name: Raymond L. Lawless
Title: Chief Financial Officer