

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hall, Kinion & Associates, Inc.		06/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kforce Inc.
Street Address:	1001 East Palm Ave.
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33605
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2843577	ONSTAFF
Registration Number:	2703317	MEDICENTER.COM
Registration Number:	2426564	
Registration Number:	2444015	THE TALENT SOURCE FOR THE INTERNET ECONOMY
Registration Number:	2677323	THE TALENT SOURCE
Registration Number:	2854269	HALL KINION INTERNATIONAL
Registration Number:	2377666	HALL KINION
Registration Number:	2552593	IPEX

CORRESPONDENCE DATA

Fax Number: (813)314-5160
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 813-227-8500
 Email: carol.locicero@hklaw.com
 Correspondent Name: Carol Jean LoCicero, Esq.
 Address Line 1: PO Box 1288
 Address Line 4: Tampa, FLORIDA 33601

CH \$215.00 2843577

ATTORNEY DOCKET NUMBER:

17207-192

NAME OF SUBMITTER:

Karen Lee

Total Attachments: 4

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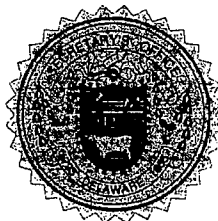
Delaware

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 OWNERSHIP, WHICH MERGES:

"HALL, KINION & ASSOCIATES, INC.", A DELAWARE CORPORATION, WITH AND INTO "KFORCE INC." UNDER THE NAME OF "KFORCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004, AT 1:56 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2708581 8100M

AUTHENTICATION: 3200735

040475857

DATE: 06-28-04

TRADEMARK
REEL: 002914 FRAME: 0166

CERTIFICATE OF OWNERSHIP AND MERGER
of

HALL, KINION & ASSOCIATES, INC.
(a Delaware corporation)

into

KFORCE INC.
(a Florida corporation)

It is hereby certified that:

1. Kforce Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Florida.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of Hall, Kinion & Associates, Inc., which is a business corporation of the State of Delaware ("Hall Kinion").
3. The laws of the jurisdiction of organization of Hall Kinion permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Hall Kinion into the Corporation, effective for accounting purposes only as of June 17, 2004.
5. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation arising from the merger provided for herein, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process. The Secretary of State shall mail any such process to the Corporation at 1001 East Palm Avenue, Tampa, Florida 33605, Attention: Chief Executive Officer.
6. The following is a copy of the resolutions adopted on June 17, 2004 by the Board of Directors of the Corporation to merge Hall Kinion into the Corporation:

WHEREAS, Hall Kinion is a wholly owned subsidiary of the Corporation;

WHEREAS, Group-Ipex Inc., a California corporation, OnStaff Acquisition Corp., a Delaware corporation, and Hall Kinion International, Inc., a Delaware corporation, are each wholly owned subsidiaries of Hall Kinion (collectively, the "Hall Kinion Subsidiaries"); and

WHEREAS, Hall Kinion intends to merge each of the Hall Kinion Subsidiaries into Hall Kinion (the "Hall Kinion Subsidiary Mergers");

WHEREAS, the Board of Directors of the Corporation desires and deems it to be in the best interest of the Corporation and Hall Kinion, following the Hall Kinion Subsidiary Mergers, to merge Hall Kinion into the Corporation.

NOW THEREFORE BE IT RESOLVED, that, following the Hall Kinion Subsidiary Mergers, Hall Kinion merge into the Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law and that all of the estate, property, rights, privileges, powers, and franchises of Hall Kinion be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Hall Kinion; it is

FURTHER RESOLVED, that the Corporation does hereby assume all of the liabilities and obligations of Hall Kinion; it is

FURTHER RESOLVED, that Hall Kinion shall be the disappearing corporation upon the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act; it is

FURTHER RESOLVED, that the outstanding shares of Hall Kinion shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of Hall Kinion, but each such share which is outstanding as of the effective date of the merger shall be surrendered and extinguished; it is

FURTHER RESOLVED, that the Board and any officer of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents and to pay all relevant fees and expenses which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for under the Florida Business Corporation Act and the Delaware General Corporation Law, including without limitation the filing of Articles of Merger in the State of Florida (the "Florida Certificate") and a Certificate of Ownership and Merger in the State of Delaware (the "Delaware Certificate"); it is

FURTHER RESOLVED, that the merger provided for herein shall become effective in the State of Delaware on the date and time of filing of the Delaware Certificate, but shall be effective for accounting purposes only as of June 17, 2004; and it is

FURTHER RESOLVED, that any act taken or done by any officer or agent of the Corporation to facilitate the merger is hereby approved and ratified.

Executed on June 25 2004

KFORCE INC.

By:



David L. Dunkel, Chief Executive Officer and
President

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