

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/25/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hamilton Sorter Co., Inc.		10/24/2005	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Workstream Inc.
Street Address:	3158 Production Drive
City:	Fairfield
State/Country:	OHIO
Postal Code:	45014
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1404666	BIOTEC
Registration Number:	1327018	PC ERGONIZER

CORRESPONDENCE DATA

Fax Number: (312)863-7865
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-201-3865
 Email: sharon.patterson@goldbergkohn.com
 Correspondent Name: Sharon S. Patterson
 Address Line 1: 55 E. Monroe St., Ste. 3700
 Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1403.451
NAME OF SUBMITTER:	Sharon Patterson
Signature:	/sharon patterson/

OP \$65.00 1404666

Date:

10/27/2005

Total Attachments: 4

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Delaware

PAGE 1

The First State

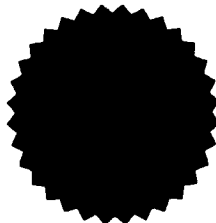
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HAMILTON SORTER CO., INC.", A OHIO CORPORATION,
"NEW MAVERICK DESK, INC.", A DELAWARE CORPORATION,
WITH AND INTO "WORKSTREAM INC." UNDER THE NAME OF
"WORKSTREAM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2005, AT 12:14
O'CLOCK P.M.

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

2180593 8100M

050869896



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4249677

DATE: 10-25-05

TRADEMARK
REEL: 003183 FRAME: 0086

**CERTIFICATE OF MERGER
OF
NEW MAVERICK DESK, INC.
AND
HAMILTON SORTER CO., INC.
INTO
WORKSTREAM INC.**

The undersigned WORKSTREAM INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
New Maverick Desk, Inc.	Delaware
Hamilton Sorter Co., Inc.	Ohio
Workstream Inc.	Delaware

SECOND: All the issued and outstanding capital stock of New Maverick Desk, Inc. is owned of record by Workstream Inc. All of the issued and outstanding capital stock of Hamilton Sorter Co., Inc. is owned of record by Workstream Inc.

THIRD: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Sections 251 and 252 of the General Corporation Law of the State of Delaware and Section 1701.80 of the Ohio Revised Code.

FOURTH: That the name of the surviving corporation of the merger is Workstream Inc.

FIFTH: That, as amended as provided in Exhibit A attached hereto and incorporated herein, the certificate of incorporation of Workstream Inc., a Delaware corporation and the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3158 Production Drive, Fairfield, Ohio 45014.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, in request and without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Workstream Inc. has caused this Certificate of Merger to be signed by Thaddeus S. Jaroszewicz, its authorized officer, this 21st day of October 2005.

WORKSTREAM INC.

By: 

Thaddeus S. Jaroszewicz
President and Chief Executive Officer

EXHIBIT A

The first paragraph of Article IV, Section 1 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is (i) 5,000 shares of Common Stock, consisting of 3,000 shares of Class A Common Stock, \$1.00 par value per share (the "Class A Common Stock") and 2,000 shares of Class B Non-Voting Common Stock, \$1.00 par value per share, (the "Class B Common Stock"), and (ii) 1,000 shares of Preferred Stock, \$1.00 par value per share. Class A Common Stock and Class B Common Stock shall be identical in all respects and shall have the same powers, privileges and rights, qualifications, limitations and restrictions except that the holders of Class B Common Stock shall have no right to vote;

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