

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**09/19/2006  
 900058255**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT
<b>EFFECTIVE DATE:</b>	06/06/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
XYLO, Inc.		06/01/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Workstream USA, Inc.
<b>Street Address:</b>	2600 Lake Lucien Drive
<b>Internal Address:</b>	Suite 410
<b>City:</b>	Maitland
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32751
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2406279	BECAUSE YOU'VE EARNED IT

**CORRESPONDENCE DATA**

**Fax Number:** (215)701-2273  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 215-665-7273  
**Email:** cmiller@cozen.com  
**Correspondent Name:** Camille M. Miller  
**Address Line 1:** 1900 Market Street  
**Address Line 2:** Trademark/Copyright Group  
**Address Line 4:** Philadelphia, PENNSYLVANIA 19103

<b>ATTORNEY DOCKET NUMBER:</b>	XYLO-0004/133582
<b>NAME OF SUBMITTER:</b>	Camilla M. Miller

CH \$40.00 2406279

Signature:	/Camille M. Miller/
Date:	09/19/2006
Total Attachments: 1 source=XYLO-0004#page1.tif	

## CERTIFICATE OF OWNERSHIP AND MERGER

OF

XYLO, INC.  
(a Delaware corporation)

INTO

WORKSTREAM USA, INC.  
(a Delaware corporation)

It is hereby certified that:

1. Workstream USA, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Xylo, Inc., which is also a business corporation of the State of Delaware.
3. On June 16, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge Xylo, Inc. into the Corporation:

WHEREAS, Workstream, Inc., a Canadian corporation, owns all of the issued and outstanding shares of a number of entities, including, but not limited to, Kadiri, Inc., a California corporation ("Kadiri"); Bravanta, Inc., a Delaware corporation ("Bravanta"); and the Corporation;

WHEREAS, the Board of Directors deems it in the best interests of the Corporation to merge Kadiri and Bravanta with and into the Corporation, with the Corporation continuing as the surviving corporation;

WHEREAS, the Corporation owns all of the issued and outstanding shares of a number of entities, including, but not limited to, Xylo, Inc., a Delaware corporation ("Xylo"), RezLogic, Inc., a Colorado corporation ("RezLogic"), Icarian, Inc., a Delaware corporation ("Icarian"), Paula Allen Holdings, Inc., a Florida corporation, The OMNI Partners, Inc., a Florida corporation and 6FigureJobs.com, Inc., a Delaware corporation; and

WHEREAS, the Board of Directors deems it in the best interests of the Corporation to merge Xylo, RezLogic and Icarian with and into

the Corporation, with the Corporation continuing as the surviving corporation;

NOW, THEREFORE, BE IT

RESOLVED, that it is advisable and in the best interests of the Corporation that it merge with Bravanta, Kadiri, Xylo, RezLogic and Icarian in the manner and upon the terms and conditions set forth in the Agreements of Merger, the Plan and Agreements of Merger and the Statement of Merger, as appropriate (collectively, the "Plans of Merger");

FURTHER RESOLVED, that Bravanta, Kadiri, Xylo, RezLogic and Icarian be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Bravanta, Kadiri, Xylo, RezLogic and Icarian be vested in and held and enjoyed by the Corporation as fully and entirely without change or diminution as the same were before held and enjoyed by Bravanta, Kadiri, Xylo, RezLogic and Icarian, respectively, in their names;

FURTHER RESOLVED, that this Corporation shall assume all of the obligations of Bravanta, Kadiri, Xylo, RezLogic and Icarian;

FURTHER RESOLVED, that the mergers and the Plans of Merger be and they hereby are authorized and approved;

FURTHER RESOLVED, that the sole director hereby authorizes and empowers Michael Mullarkey, in his capacity as the President of the Corporation, to execute, deliver and perform the Plans of Merger and such other documents, instruments, agreements, filings and certificates (including without limitation, articles of merger and certificates of merger) necessary or appropriate in connection with the mergers and the transactions contemplated thereby, with such further changes as the President, in his sole discretion, deems appropriate or advisable in order to effectuate the merger and to consummate the transactions contemplated by the Plans of Merger;

FURTHER RESOLVED, that each officer of the Corporation be and hereby is authorized and empowered to make such changes to the Plans of Merger and such other agreements as such officer in his sole discretion, deems necessary, appropriate or advisable to effectuate the consummation of the transactions contemplated by the Plans of Merger;

FURTHER RESOLVED, that each officer of the Corporation be and hereby is authorized, empowered and directed by and on behalf of the Corporation to execute and deliver every instrument,

document and agreement as such officer shall deem necessary or advisable in order to effectuate or carry out the purpose and the intent of the foregoing resolutions;

FURTHER RESOLVED, that each officer of the Corporation be and hereby is authorized and directed to do all things necessary or helpful in carrying out the intent of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the proper officers of the Corporation to carry out the purposes and intent of these resolutions be, and they hereby are, ratified and approved.

Executed on June 16, 2005.

WORKSTREAM USA, INC

By: 

Michael Mullarkey, President