

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**09/19/2006
 900058288**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/16/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Icarian, Inc.		06/16/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2430203	ICARIAN
Registration Number:	2430204	ICARIAN
Registration Number:	2517704	ICARIAN
Registration Number:	2623590	ICARIAN WORKFORCE
Registration Number:	2697059	ICARIAN WORKFORCE INTELLIGENCE
Registration Number:	2509653	
Registration Number:	2600468	
Serial Number:	75906814	ICARIAN EXCHANGE

CORRESPONDENCE DATA

Fax Number: (215)701-2273
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-665-7273

CH \$215.00 2430203

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
ATTORNEY DOCKET NUMBER:	150604
NAME OF SUBMITTER:	Camille M. Miller
Signature:	/Camille M. Miller/
Date:	09/19/2006
Total Attachments: 4 source=Icarian to Workstream#page1.tif source=Icarian to Workstream#page2.tif source=Icarian to Workstream#page3.tif source=Icarian to Workstream#page4.tif	

AGREEMENT OF MERGER

OF

ICARIAN, INC. ("Icarian")

(a Delaware corporation)

AND

WORKSTREAM USA, INC. ("Workstream")

(a Delaware corporation)

AGREEMENT OF MERGER approved on June 16, 2005, by Icarian, a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on June 16, 2005, by Workstream, a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS, Icarian is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Icarian has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of \$.001 each; and

WHEREAS, Workstream is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Workstream has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of \$.01 each; and

WHEREAS, Icarian and Workstream and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Icarian with and into Workstream pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Icarian and duly approved by a resolution adopted by the Board of Directors of Workstream, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Icarian and Workstream shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Workstream, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Icarian, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

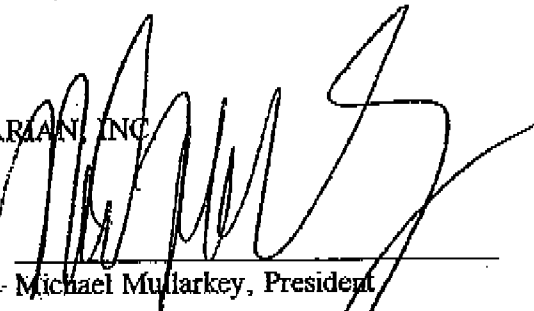
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or

put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

ICARIANI, INC

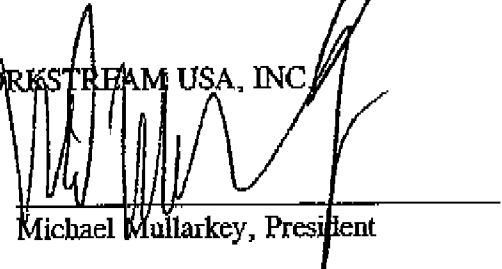
By:


Michael Mullarkey, President

Dated: June 16, 2005

WORKSTREAM USA, INC

By:


Michael Mullarkey, President

Dated: June 16, 2005