

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**09/19/2006
 900058289**

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rezlogic, Inc.		06/16/2005	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Workstream USA, Inc.
Street Address:	2800 Lake Lucien Drive
Internal Address:	Suite 410
City:	Maitland
State/Country:	FLORIDA
Postal Code:	32751
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2332764	REZLOGIC

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

ATTORNEY DOCKET NUMBER:	150604
NAME OF SUBMITTER:	Camille M. Miller

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Signature:	/Camille M. Miller/
Date:	09/19/2006
Total Attachments: 4 source=Rezlogic to Workstream#page1.tif source=Rezlogic to Workstream#page2.tif source=Rezlogic to Workstream#page3.tif source=Rezlogic to Workstream#page4.tif	

Delaware

PAGE 1

The First State

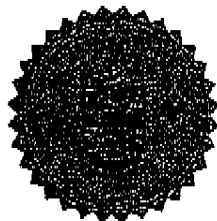
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"REZLOGIC, INC.", A COLORADO CORPORATION,
WITH AND INTO "WORKSTREAM USA, INC." UNDER THE NAME OF
"WORKSTREAM USA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 2:14
O'CLOCK P.M.

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

3099506 8100M

050547086



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3992173

DATE: 06-30-05

TRADEMARK
REEL: 003404 FRAME: 0419

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:14 PM 06/30/2005
FILED 02:14 PM 06/30/2005
SRV 050547086 - 3099506 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

REZLOGIC, INC.
(a Colorado 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 RezLogic, Inc., which is a business corporation of the State of Colorado.
3. On June 16, 2005, the Board of Directors of the Corporation adopted the following resolutions to merge RezLogic, 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

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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;

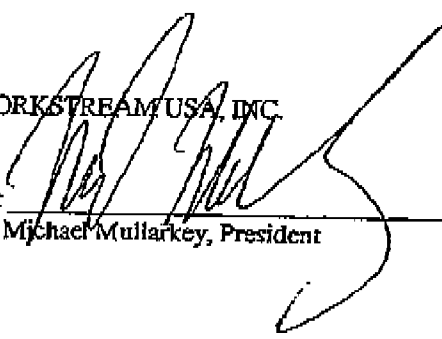
FURTHER RESOLVED, that each officer of the Corporation be and hereby is authorized and directed to do all things necessary or helpful in carrying out the intent of the foregoing resolutions; and

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

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