

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/13/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brassring Inc.		11/13/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kenexa BrassRing, Inc.
Street Address:	650 East Swedesford Road, 2nd Floor
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2325463	NORTHWEST HIGH-TECH CAREERS EXPO
Registration Number:	2323458	TECHJOBS

CORRESPONDENCE DATA

Fax Number: (215)981-4750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (215) 981-4518
 Email: auritr@pepperlaw.com
 Correspondent Name: Robert Auritt
 Address Line 1: Eighteenth & Arch Streets
 Address Line 2: 3000 Two Logan Square
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2799

ATTORNEY DOCKET NUMBER:	111956.0006
NAME OF SUBMITTER:	Robert Auritt

OP \$65.00 2325463

Signature:	/robert auritt/
Date:	12/04/2006
Total Attachments: 4 source=Kenexa Brassring_cert of merger#page1.tif source=Kenexa Brassring_cert of merger#page2.tif source=Kenexa Brassring_cert of merger#page3.tif source=Kenexa Brassring_cert of merger#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 MERGER, WHICH MERGES:

"BIRMINGHAM ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "BRASSRING INC." UNDER THE NAME OF "KENEXA BRASSRING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 4:24 O'CLOCK P.M.

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



2919523 8100M

061038464

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5191627

DATE: 11-13-06

TRADEMARK
REEL: 003437 FRAME: 0609

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:47 PM 11/13/2006
FILED 04:24 PM 11/13/2006
SRV 061038464 - 2919523 FILE

CERTIFICATE OF MERGER
OF
BIRMINGHAM ACQUISITION CORP.
INTO
BRASSRING INC.

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation of each of the constituent corporations is BrassRing Inc., a Delaware corporation, and Birmingham Acquisition Corp., a Delaware corporation.

SECOND: An Equity Purchase Agreement and Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Title 8, Section 251(c) of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is BrassRing Inc., which shall be changed to Kenexa BrassRing, Inc.


FOURTH: The certificate of incorporation of the surviving corporation shall be amended as set forth on Exhibit A attached hereto, and as so amended, shall constitute the Restated Certificate of Incorporation of the surviving corporation.

FIFTH: The Equity Purchase Agreement and Agreement and Plan of Merger is on file at 650 East Swedesford Road, 2nd Floor, Wayne, PA 19087, the place of business of the surviving corporation.

SIXTH: A copy of the Equity Purchase Agreement and Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 13th day of November, 2006.

BRASSRING INC.

By: 
Name: Deborah Besemer
Title: President & Chief Executive Officer

RESTATED CERTIFICATE OF INCORPORATION
OF
BRASSRING INC.

FIRST: The name of the corporation is Kenexa BrassRing, Inc. (the "Corporation"), which was formerly incorporated under the name BrassRing Inc.

SECOND: The registered office of the Corporation in the State of Delaware and New Castle County shall be 1313 N. Market Street, Suite 5100, Wilmington, Delaware 19801. The registered agent at such address shall be PHS Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock. All such shares are to be of the par value of \$.01 per share.

FIFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper

personal benefit. If the Delaware General Corporation Law is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SEVENTH: The directors of the Corporation shall have the power to adopt, amend or repeal the by-laws of the Corporation.

EIGHTH: The election of the directors of the Corporation need not be by written ballot unless the by-laws of the Corporation shall so provide.