TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Todays Staffing, Inc.		09/17/2007	CORPORATION: PENNSYLVANIA
Yellow Canyon Corporation		09/17/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Spherion Atlantic Enterprises LLC
Street Address:	2050 Spectrum Blvd
City:	Fort Lauderdale
State/Country:	FLORIDA
Postal Code:	33309
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2865806	PERMANENT PLACEMENT SOLUTIONS
Registration Number:	2693278	EXCLUSIVELY TODAYS
Registration Number:	2768929	ASSIST ON-LINE
Registration Number:	2822258	TODAYS PRIVATE CONNECTION
Registration Number:	2766448	WE PLACE THE BEST WITH THE BEST!
Registration Number:	2145998	TODAYS
Registration Number:	2130203	PARTNER ON PREMISE
Registration Number:	2236385	APPRAISE
Registration Number:	2074093	ASSIST
Registration Number:	2050841	ASSETS
Registration Number:	2032067	TODAYS FINANCIAL STAFFING
Registration Number:	1887424	TODAYS LEGAL STAFFING
		TDADEMADK

TRADEMARK

900098805 **REEL: 003717 FRAME: 0073**

Registration Number:	1877912	PARTNER ON PREMISE
Registration Number:	1830880	THE QUALITY WE PROMISE IS IN THE PEOPLEWE SEND.
Registration Number:	1772547	APPRAISE
Registration Number:	1392589	TODAYS WAY
Registration Number:	2477185	TODAYS STAFFING
Registration Number:	2477184	TODAYS STAFFING
Registration Number:	2477183	TODAYS OFFICE STAFFING
Registration Number:	2477182	TODAYS OFFICE STAFFING
Registration Number:	2113570	TODAYS

CORRESPONDENCE DATA

Fax Number: (954)308-7780

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 9543087727

Email: rochelletrafton@spherion.com

Correspondent Name: Rochelle Trafton Address Line 1: 2050 Spectrum Blvd Address Line 2: The Law Department

Address Line 4: Ft. Lauderdale, FLORIDA 33139

NAME OF SUBMITTER:	Rochelle Trafton
Signature:	/rochelletrafton/
Date:	02/11/2008

Total Attachments: 25

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source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page1.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page2.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page3.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page4.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page5.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page6.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page7.tif source=Filed PA Certificate of Merger Todays Temporary Services into Spherion Atlantic Enterprises#page8.tif source=Filed PA Certificte of Merger Todays Staffing into Spherion Atlantic Enterprises 2#page1.tif source=Filed PA Certificte of Merger Todays Staffing into Spherion Atlantic Enterprises 2#page2.tif source=Filed PA Certificte of Merger Todays Staffing into Spherion Atlantic Enterprises 2#page3 tif

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Customer: Colleen Bruno

Greenberg Traurig (Ft Lauderdale) 401 East Las Olas Boulevard

Suite 2000

Ft. Lauderdale, FL 33301

Report Date: 12/31/2007

Work Order No: 16018-1005 Customer Ref No: 043217.011500

DOCUMENT FILING

Entity	Document	Jurisdiction
Spherion Atlantic Enteprises LLC	Merger (Survivor)	
Spherion Atlantic Enteprises LLC	Merger (Survivor)	Delaware
Spherion Atlantic Enteprises LLC	Merger (Survivor)	Delaware
Spherion Atlantic Enteprises LLC	Merger (Survivor)	Delaware

TRIAD PROFESSIONAL SERVICES, ILC makes no representations, warranties or guaranties as to the accuracy or completeness of this report. In a smuch as the verification of the files and information therein lies with the filing officer, we accept no liability for errors or omissions. Our involvement is limited to assisting in expediting the filing of this information only.



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:

"TODAYS TEMPORARY SERVICES, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "SPHERION ATLANTIC ENTERPRISES LLC" UNDER THE NAME OF "SPHERION ATLANTIC ENTERPRISES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 4:50 O'CLOCK P.M.

3092348 8100M

071372697

You may verify this certificate online at corp.delaware.gov/authver.shtml

Warret Smith Windson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274349

DATE: 12-31-07

State of Delaware Secretary of State Division of Corporations Delivered 04:50 PM 12/28/2007 FILED 04:50 PM 12/28/2007 SRV 071372697 - 3092348 FILE

CERTIFICATE OF MERGER

OF

TODAYS TEMPORARY SERVICES, INC. (a Pennsylvania corporation)

AND

SPHERION ATLANTIC ENTERPRISES LLC (a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

- 1. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company.
- The name of the corporation being merged into the surviving limited liability company is TODAYS TEMPORARY SERVICES, INC. The jurisdiction in which this corporation was formed is Pennsylvania.
- 3. The Agreement of Merger has been approved and executed by both the corporation and limited liability company.
- 4. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC.
- 5. The executed Agreement of Merger is on file at 2050 Spectrum Boulevard, Fort Lauderdale, FL 33309, the principal place of business of the surviving limited liability company.
- 6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this <u>28</u> day of December, 2007.

John D. Heins, Senior Vice President

TTSI-SAE Cert of Merger



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:

"TODAYS STAFFING, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "SPHERION ATLANTIC ENTERPRISES LLC" UNDER THE NAME OF "SPHERION ATLANTIC ENTERPRISES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 4:51 O'CLOCK P.M.

3092348 8100M

071372757

You may verify this certificate online at corp.delaware.gov/authver.shtml

Warnet Smith Windson

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 6274364

DATE: 12-31-07

State of Delaware Secretary of State Division of Corporations Delivered 04:50 PM 12/28/2007 FILED 04:51 PM 12/28/2007 SRV 071372757 - 3092348 FILE

CERTIFICATE OF MERGER

OF

TODAYS STAFFING, INC. (a Pennsylvania corporation)

AND

SPHERION ATLANTIC ENTERPRISES LLC (a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

- 1. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company.
- 2. The name of the corporation being merged into the surviving limited liability company is TODAYS STAFFING, INC. The jurisdiction in which this corporation was formed is Pennsylvania.
- 3. The Agreement of Merger has been approved and executed by both the corporation and limited liability company.
- 4. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC.
- 5. The executed Agreement of Merger is on file at 2050 Spectrum Boulevard, Fort Lauderdale, FL 33309, the principal place of business of the surviving limited liability company.
- 6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 25th day of December, 2007.

John D. Heins, Senior Vice President

TSI-SAE Cert of Merger



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:

"YELLOW CANYON CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SPHERION ATLANTIC ENTERPRISES LLC" UNDER THE NAME OF "SPHERION ATLANTIC ENTERPRISES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 4:52 O'CLOCK P.M.

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

3092348 8100M

071373081

You may verify this certificate online at corp.delaware.gov/authver.shtml

Warriet Smith Windson Secretary of State

AUTHENTICATION: 6274370

DATE: 12-31-07

State of Delaware Secretary of State Division of Corporations Delivered 04:50 PM 12/28/2007 FILED 04:52 PM 12/28/2007 SRV 071373081 - 3092348 FILE

CERTIFICATE OF MERGER

OF

YELLOW CANYON CORPORATION (a Delaware corporation)

AND

SPHERION ATLANTIC ENTERPRISES LLC (a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

- 1. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company.
- The name of the corporation being merged into the surviving limited liability company is YELLOW CANYON CORPORATION. The jurisdiction in which this corporation was formed is Delaware.
- 3. The Agreement of Merger has been approved and executed by both the corporation and limited liability company.
- 4. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC.
- 5. The executed Agreement of Merger is on file at 2050 Spectrum Boulevard, Fort Lauderdale, FL 33309, the principal place of business of the surviving limited liability company.
- 6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 28th day of December, 2007.

John D. Heins, Senior Vice President



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:

"YELLOWHILL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SPHERION ATLANTIC ENTERPRISES LLC" UNDER THE NAME OF "SPHERION ATLANTIC ENTERPRISES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 4:53 O'CLOCK P.M.

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

3092348 8100M

071373088

You may verify this certificate online at corp.delaware.gov/authver.shtml

Darriet Smita Hindson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274391

DATE: 12-31-07

State of Delaware Secretary of State Division of Corporations Delivered 04:50 PM 12/28/2007 FILED 04:53 PM 12/28/2007 SRV 071373088 - 3092348 FILE

CERTIFICATE OF MERGER

OF

YELLOWHILL CORPORATION (a Delaware corporation)

AND

SPHERION ATLANTIC ENTERPRISES LLC (a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

- 1. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company.
- 2. The name of the corporation being merged into this surviving limited liability company is YELLOWHILL CORPORATION. The jurisdiction in which this corporation was formed is Delaware.
- 3. The Agreement of Merger has been approved and executed by both the corporation and limited liability company.
- 4. The name of the surviving limited liability company is SPHERION ATLANTIC ENTERPRISES LLC.
- 5. The executed Agreement of Merger is on file at 2050 Spectrum Boulevard, Fort Lauderdale, FL 33309, the principal place of business of the surviving limited liability company.
- 6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this <u>28</u>th day of December, 2007.

John D. Heins, Senior Vice President

Yellowhill-SAE Cert of Merger

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU 206 NORTH OFFICE BUILDING P.O. BOX 8722 HARRISBURG, PA 17105-8722 WWW.CORPORATIONS.STATE.PA.US/CORP

SPHERION ATLANTIC ENTERPRISES LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT <u>WWW.CORPORATIONS.STATE.PA.US/CORP</u> OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 2913225

PENNCORP SERVICEGROUP, INC. 600 NORTH SECOND STREET # 401, PO BOX 1210 Harrisburg, PA 17108-1210

Entity #: 2913225 Date Filed: 12/28/2007 Effective Date: 01/01/2008 Pedro A. Cortés Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

	Articles/Cert		erger		
		profit Corporation	n (§ 1926) on (§ 5926)		
Name	BELINDA SCHORY	ranth (8 9241)	Document will be	raturned to the	
Name	PENNCORP SERVICEGROUP, I	1C	name and address		
Address	600 NORTH SECOND ST.	24267	the left. ←		
City					
	PO BOX 12 80ths Zip Cook HARRISBURG, PA 17108-1210		Commonwe	alth of Pennsylva	nia
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\$150 pla	us \$40 additional for each				
Party in	additional to two				
			TO	736547032	
In con	npliance with the requirements of the applicable lesiring to effect a merger, hereby state that:	provisions (rela	ting to articles of r	nerger or consolida	tion), the
1. The r	same of the limited liability company surviving t	he merger ic			
SPHER 2. Chec	name of the limited liability company surviving to ION ATLANTIC ENTERPRISES LLC k and complete one of the following: surviving corporation/limited partnership is a de-		/nonprofit corpora	ation/limited partner	ship and
2. Check the (provious confidence)	k and complete one of the following: surviving corporation/limited partnership is a de (a) address of its current registered office in this rider and the county of venue is (the Department form to the records of the Department):	omestic business Commonwealth is hereby author	or (b) name of its rized to correct the	commercial registe e following informa	red office
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DSCB:15-1926/5926/8547-2

provider and	d the address of the registered of the county of venue of each other eign business/nonprofit corporati	er domestic busine	ss/nonprofit corporation/lir	nited partnership and
follows:		om rannoa paranor.	mp which is a party to the	plan of merger are as
Name	Registered Office Address	Commercial F	Registered Office Provider	County
Todays Temporary	y			
Services, Inc.		c/o Corporate	Creations Network, Inc.	Erie
			· · · · · · · · · · · · · · · · · · ·	W 100 10 10 10 10 10 10 10 10 10 10 10 10
4. Check, and i	f appropriate complete, one of the	e following:		
The plan of	margar shall be offertive	11	(C4)6	- Damanton and -FC4-4-
Tite bian of	merger shall be effective upon fi	ing these Articles	Certificate of Merger in th	e Department of State.
∑ The plan of	merger shall be effective on:	January 1, 2008	at 12:03 a.m.	
		Date	Hour	
			, _ 1 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 -	
5 The manner	in which the plan of merger was :	adonted by each a	utity or narty to the merger	ie ae followe:
D. 1310 11311110	ar whose the plan of merger was	adopted by each er	inty of party to the merger	is as follows.
Name			mer of Adoption	
Todays Tempora	ni Samicar Inc		corporation's Board of Dire suant to 15 Pa.C.S. §5924(ectors and sole shareholder
rodays rempera	ly betvices, mc.			gers and Members pursuant
Spherion Atlantic	Enterprises LLC		5 Pa,C.S. 1921(c)	Sora mia internocia paraumit
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	s paragraph if no foreign corpore			
	authorized, adopted or approved arties to the plan in accordance w			
on pointing p	mand to his plant in accordance to	Tar tao tambor tao	Juniorietten in winen is is i	neor portato or Bainzou.
	······			
7. Check, and if	appropriate complete, one of the	? following:		
☐ The plan of	merger is set forth in full in Exhi	bit A attached her	eto and made a part hereof.	
	•		•	
	15 Pa.C.S. § 1901/§ 8547(b) (rela			
Incorporation	e plan of merger that amend or co on/Certificate of Limited Partners	msuute the operat	rve provisions of the Artici of corporation/limited partn	eso: ership as in effect
subsequent t	to the effective date of the plan ar	re set forth in full i	n Exhibit A attached herete	and made a party hereof.
	of the plan of merger is on file a	t the principal plac	e of business of the surviv	ing corporation/limited
parmership,	the address of which is.			
Number and	l street City		State Zip	County
HOUSE SELECTION	- survi City		State Lip	County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this 25 day of December, 2007.

SPHERION ATLANTIC ENTERPRISES LLC

Surviving Limited Liability Company

Bx:____

John D. Heins, Senior Vice President

TODAYS TEMPORARY SERVICES, INC

Name of Pennsylvania Corporation

John D. Heins, Senior Vice President

FTL 106,922,122v1

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into as of December 28, 2007 by and between TODAYS TEMPORARY SERVICES, INC., a Pennsylvania corporation (hereinafter referred to as "Todays Temporary" or the "Merging Entity") and SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company (hereinafter referred to as "SAE" or the "Surviving Company") pursuant to Pennsylvania Business Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware;

WITNESSETH:

WHEREAS, Todays Temporary is a wholly-owned indirect subsidiary of SAE; and

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") authorizes the merger of a corporation into a limited liability company; and

WHEREAS, the Board of Directors of Todays Temporary and Board of Managers of the Surviving Company desire to merge Todays Temporary into SAE (the "Merger") and have approved the provisions of this Plan and the consummation of the Merger; and

WHEREAS, the Merging Entity filed its Articles of Incorporation in the Office of the Department of State of the Commonwealth of Pennsylvania on October 27, 1995; and

WHEREAS, the Surviving Company filed its Certificate of Formation in the Office of the Secretary of State of the State of Delaware on September 2, 1999;

AGREEMENT:

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, the Merging Entity and SAE hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time

as defined in Section 10 of this Plan, the Merging Entity shall be merged with and into SAE in accordance with Section 18-209 of the DLLCA and any other applicable provisions of law. The separate corporate existence of Merging Entity shall thereupon cease and SAE shall be the surviving company.

- 2. <u>EFFECT OF MERGER</u>. Upon the Effective Time (as defined below), the Merging Entity and SAE shall become a single Delaware entity, the separate existence of Merging Entity shall cease, and in accordance with Section 18-209 of the DLLCA, all of the rights, privileges and powers of each of the Merging Entity and SAE, and all property, real, personal and mixed, and all debts due to the Merging Entity and/or SAE, as well as all other things and causes of action belonging to each of Merging Entity and SAE, shall be vested in SAE as the Surviving Company, and shall thereafter be the property of SAE as they were of each of the Merging Entity and the Surviving Company, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware, in either the Merging Entity or the Surviving Company shall not revert or be in any way impaired by reason of the DLLCA; but all rights of creditors and all liens upon any property of Surviving Company and/or Merging Entity shall be preserved unimpaired, and all debts, liabilities and duties of each of Surviving Company and Merging Entity shall thenceforth attach to SAE as the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
- 3. <u>CERTIFICATE OF FORMATION AND OPERATING AGREEMENT</u>. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 10 of this Plan, the Certificate of Formation of SAE shall remain the Certificate of Formation of the Surviving Company and the Operating Agreement of SAE shall remain the Operating Agreement of the Surviving Company, in each case unless and until amended in accordance with their terms and applicable law.
- 4. MANNER AND BASIS OF CONVERTING SHARES. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 10 of this Plan, (i) each share of common stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) all of the membership interests of SAE outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the only membership interests of the Surviving Company outstanding immediately after the Effective Time.
- 5. <u>OWNERS' PRIVATE PROPERTY</u>. The private property of the stockholder of the Merging Entity and of the members of the Surviving Company shall not be subject to the

payment of the corporate debts of either company to any extent whatsoever.

- 6. <u>MANAGERS AND OFFICERS</u>. The managers and officers of the Surviving Company in office on the Effective Date of the Merger shall be the current managers and officers of the Surviving Company, each to hold office until their successors shall have been elected and shall have been qualified or until their earlier resignation or removal.
- 7. <u>INTENT</u>. It is the express intent and purpose of this Plan that the transaction contemplated hereunder qualify under the internal revenue laws as tax-free reorganization under Internal Revenue Code Section 368. To this end, any ambiguity in this Plan shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization. Notwithstanding the above, the failure of this transaction to qualify as a tax-free reorganization shall not give rise to a cause of action by any person involved in this transaction.
- 8. <u>EXPENSES OF THE MERGER</u>. SAE, as the Surviving Company, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.
- 9. <u>FURTHER ASSIGNMENT OR ASSURANCE</u>. If at any time SAE, as the Surviving Company, shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Merging Entity as of the Effective Time shall do all things necessary or proper to do so.
- 10. <u>EFFECTIVE TIME</u>. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, SAE, which shall be the Surviving Company of the Merger, shall file a Certificate of Merger, substantially in the form attached hereto as <u>Exhibit A</u> (the "<u>Certificate of Merger</u>"), with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger. The Merger shall become effective on January 1, 2008 at 12:03 a.m. (the "<u>Effective Time</u>").
- 11. <u>TERMINATION AND AMENDMENT</u>. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by the Merging Entity or SAE, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of SAE and the Merging Entity with such approvals as the DLLCA may require.

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- 13. <u>DESCRIPTIVE HEADINGS</u>. The descriptive section headings of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

EXECUTED as of the date first above written.

TODAYS TEMPORARY SERVICES, INC.
By: John D. Heins, Senior Vice President
SPHERION ATLANTIC ENTERPRISES LLC
By: John D. Heins, Senior Vice President

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

SPHERION ATLANTIC ENTERPRISES LLC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT <u>WWW.CORPORATIONS.STATE.PA.US/CORP</u> OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 2913225

PENNCORP SERVICEGROUP, INC. 600 NORTH SECOND STREET # 401, PO BOX 1210 Harrisburg, PA 17108-1210

Entity #: 2913225
Date Filed: 12/28/2007
Effective Date: 01/01/2008
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Name	BELINDA SCHOR PENNCORP SERV	Y TOUGROUP INC	náme a	ent will be retu nd address you	
Address	600 NORTH SECC	ND ST. 40	the left.		
City	PO BOX 1340	Zip Code			
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In con signed, c	npliance with the requirement desiring to effect a merger, he	s of the applicable provi reby state that:	isions (relating to a	rticles of merg	er or consolidation), the
1. The r	name of the limited liability of	ompany surviving the me	erger is:		
SPHER	ION ATLANTIC ENTERPR	ISES LLC			
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Articles/Certificate of Merger

2007 DEC 28 PM 4: 06 PA. DEPT. OF STATE

qualified foreign business/nonprofit corporati follows:	ffice in this Commonwealth or name of its commer domestic business/nonprofit corporation/limite ion/limited partnership which is a party to the pla	d nartnership and
Name Registered Office Address	Commercial Registered Office Provider	County
Todays Staffing, Inc.	c/o Corporate Creations Network, Inc.	Erie
4. Check, and if appropriate complete, one of th The plan of merger shall be effective upon fi	e following: ling these Articles/Certificate of Merger in the D	epartment of State.
The plan of merger shall be effective on:		
The state of the s	Date Hour	
5 The		
5. The manner in which the plan of merger was	adopted by each entity or party to the merger is a	s follows:
Name	Manner of Adoption	
	By corporation's Board of Directo	rs and sole shareholder
Todays Staffing, Inc.	pursuant to 15 Pa.C.S. §5924(a)	
Spherion Atlantic Enterprises LLC	By company's Board of Managers to 15 Pa.C.S. 1921(c)	and Members pursuant
Strike out this paragraph if no foreign corporation parties to the plan in accordance we corporation parties to the plan in accordance we corporation parties.	ation/limited partnership is a party to the merger, as the case may be, by the limited liability compitth the laws of the jurisdiction in which it is inco	reny and the democris
7. Check, and if appropriate complete, one of the	following:	
The plan of merger is set forth in full in Exhi		
Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relatified any, of the plan of merger that amend or confine Incorporation/Certificate of Limited Partners) subsequent to the effective date of the plan are		f ip as in effect
Number and street City	State Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this 28 day of December, 2007.

SPHERION ATLANTIC ENTERPRISES LLC

Surviving Limited Liability Company

By:

John D. Heins, Senior Vice President

TODAYS STAFFING, INC

Name of Pennsylvania Corporation

By:

John D. Heins, Senior Vice President

FTL 106922023v1 043217.011500

TRADEMARK

REEL: 003717 FRAME: 0096

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into as of December 28, 2007 by and between TODAYS STAFFING, INC., a Pennsylvania corporation (hereinafter referred to as "Todays Staffing" or the "Merging Entity") and SPHERION ATLANTIC ENTERPRISES LLC, a Delaware limited liability company (hereinafter referred to as "SAE" or the "Surviving Company") pursuant to Pennsylvania Business Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware;

WITNESSETH:

WHEREAS, Todays Staffing is a wholly-owned subsidiary of SAE; and

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") authorizes the merger of a corporation into a limited liability company; and

WHEREAS, the Board of Directors of Todays Staffing and Board of Managers of the Surviving Company desire to merge Todays Staffing into SAE (the "Merger") and have approved the provisions of this Plan and the consummation of the Merger; and

WHEREAS, the Merging Entity filed its Articles of Incorporation in the Office of the Department of State of the Commonwealth of Pennsylvania on July 20, 1973; and

WHEREAS, the Surviving Company filed its Certificate of Formation in the Office of the Secretary of State of the State of Delaware on September 2, 1999;

AGREEMENT:

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, the Merging Entity and SAE hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time

as defined in Section 10 of this Plan, the Merging Entity shall be merged with and into SAE in accordance with Section 18-209 of the DLLCA and any other applicable provisions of law. The separate corporate existence of Merging Entity shall thereupon cease and SAE shall be the surviving company.

- 2. EFFECT OF MERGER. Upon the Effective Time (as defined below), the Merging Entity and SAE shall become a single Delaware entity, the separate existence of Merging Entity shall cease, and in accordance with Section 18-209 of the DLLCA, all of the rights, privileges and powers of each of the Merging Entity and SAE, and all property, real, personal and mixed, and all debts due to the Merging Entity and/or SAE, as well as all other things and causes of action belonging to each of Merging Entity and SAE, shall be vested in SAE as the Surviving Company, and shall thereafter be the property of SAE as they were of each of the Merging Entity and the Surviving Company, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware, in either the Merging Entity or the Surviving Company shall not revert or be in any way impaired by reason of the DLLCA; but all rights of creditors and all liens upon any property of Surviving Company and/or Merging Entity shall be preserved unimpaired, and all debts, liabilities and duties of each of Surviving Company and Merging Entity shall thenceforth attach to SAE as the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it,
- 3. <u>CERTIFICATE OF FORMATION AND OPERATING AGREEMENT</u>. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 10 of this Plan, the Certificate of Formation of SAE shall remain the Certificate of Formation of the Surviving Company and the Operating Agreement of SAE shall remain the Operating Agreement of the Surviving Company, in each case unless and until amended in accordance with their terms and applicable law.
- 4. MANNER AND BASIS OF CONVERTING SHARES. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 10 of this Plan, (i) each share of common stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) all of the membership interests of SAE outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the only membership interests of the Surviving Company outstanding immediately after the Effective Time.

- 5. <u>OWNERS' PRIVATE PROPERTY</u>. The private property of the stockholder of the Merging Entity and of the members of the Surviving Company shall not be subject to the payment of the corporate debts of either company to any extent whatsoever.
- 6. <u>MANAGERS AND OFFICERS</u>. The managers and officers of the Surviving Company in office on the Effective Date of the Merger shall be the current managers and officers of the Surviving Company, each to hold office until their successors shall have been elected and shall have been qualified or until their earlier resignation or removal.
- 7. <u>INTENT</u>. It is the express intent and purpose of this Plan that the transaction contemplated hereunder qualify under the internal revenue laws as tax-free reorganization under Internal Revenue Code Section 368. To this end, any ambiguity in this Plan shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization. Notwithstanding the above, the failure of this transaction to qualify as a tax-free reorganization shall not give rise to a cause of action by any person involved in this transaction.
- 8. <u>EXPENSES OF THE MERGER</u>. SAE, as the Surviving Company, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.
- 9. <u>FURTHER ASSIGNMENT OR ASSURANCE</u>. If at any time SAE, as the Surviving Company, shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Merging Entity as of the Effective Time shall do all things necessary or proper to do so.
- 10. <u>EFFECTIVE TIME</u>. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, SAE, which shall be the Surviving Company of the Merger, shall file a Certificate of Merger, substantially in the form attached hereto as <u>Exhibit A</u> (the "<u>Certificate of Merger</u>"), with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger. The Merger shall become effective on January 1, 2008 at 12:04 a.m. (the "<u>Effective Time</u>").
- 11. <u>TERMINATION AND AMENDMENT</u>. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by the Merging Entity or SAE, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of SAE and the Merging Entity with such approvals as the DLLCA may

require.

RECORDED: 02/11/2008

- 12. <u>TERMINATION AND AMENDMENT</u>. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by the Merging Entity or SAE, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of SAE and the Merging Entity with such approvals as the DLLCA may require.
- 13. <u>DESCRIPTIVE HEADINGS</u>. The descriptive section headings of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

EXECUTED as of the date first above written.

TODAYS STAFFING, INC.
By:
SPHERION ATLANTIC ENTERPRISES LL
By: