

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

OP \$540.00 2865806

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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Customer:	Colleen Bruno	Report Date:	12/31/2007
	Greenberg Traurig (Ft Lauderdale)	Work Order No:	16018-1005
	401 East Las Olas Boulevard	Customer Ref No:	043217.011500
	Suite 2000		
	Ft. Lauderdale, FL 33301		

DOCUMENT FILING

<u>Entity</u>	<u>Document</u>	<u>Jurisdiction</u>
Spherion Atlantic Enterprises LLC	Merger (Survivor)	Delaware
Spherion Atlantic Enterprises LLC	Merger (Survivor)	Delaware
Spherion Atlantic Enterprises LLC	Merger (Survivor)	Delaware
Spherion Atlantic Enterprises LLC	Merger (Survivor)	Delaware

TRIAD PROFESSIONAL SERVICES, LLC makes no representations, warranties or guarantees as to the accuracy or completeness of this report. Inasmuch 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.

TRADEMARK
REEL: 003717 FRAME: 0076

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:

"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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274349

DATE: 12-31-07

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

TRADEMARK
REEL: 003717 FRAME: 0077

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.

2. 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 28th day of December, 2007.

By: 
John D. Heins, Senior Vice President

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:

"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

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

DATE: 12-31-07

TRADEMARK
REEL: 003717 FRAME: 0079

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 28th day of December, 2007.

By: 

John D. Heins, Senior Vice President

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:

"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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6274370

DATE: 12-31-07

TRADEMARK
REEL: 003717 FRAME: 0081

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.

2. 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.

By


John D. Heins, Senior Vice President

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:

"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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274391

DATE: 12-31-07

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

TRADEMARK
REEL: 003717 FRAME: 0083

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 28th day of December, 2007.

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 WWW.CORPORATIONS.STATE.PA.US/CORP 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

TRADEMARK
REEL: 003717 FRAME: 0085

**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

Articles/Certificate of Merger
 (15Pa.C.S.)

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name	BELINDA SCHORY		
	PENNCORP SERVICEGROUP, INC.		
Address	600 NORTH SECOND ST. 24267		
City	PO BOX 12	State	Zip Code
	HARRISBURG, PA 17108-1210		

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Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 8 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the limited liability company surviving the merger is:
 SPHERION ATLANTIC ENTERPRISES LLC

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider
 c/o

	County
--	--------

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of Delaware and the name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider
 c/o Corporate Creations Network, Inc.

	County
	Erie

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of ___ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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 PA. DEPT. OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Today's Temporary Services, Inc.		c/o Corporate Creations Network, Inc.	Erie

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: January 1, 2008 at 12:03 a.m.

Date Hour

5. The manner in which the plan of merger was adopted by each entity or party to the merger is as follows:

Name	Manner of Adoption
Today's Temporary Services, Inc.	By corporation's Board of Directors and sole shareholder pursuant to 15 Pa.C.S. §5924(a)
Spherion Atlantic Enterprises LLC	By company's Board of Managers and Members pursuant to 15 Pa.C.S. 1921(c)

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~
 The plan was authorized, adopted or approved, as the case may be, by the limited liability company and the domestic corporation parties to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

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 TEMPORARY SERVICES, INC

~~Name of Pennsylvania Corporation~~

By: 

John D. Heins, Senior Vice President

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. 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. CERTIFICATE OF FORMATION AND OPERATING AGREEMENT. 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. OWNERS' PRIVATE PROPERTY. 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. MANAGERS AND OFFICERS. 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. INTENT. 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. EXPENSES OF THE MERGER. SAE, as the Surviving Company, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

9. FURTHER ASSIGNMENT OR ASSURANCE. 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. EFFECTIVE TIME. 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 Exhibit A (the "Certificate of Merger"), 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 "Effective Time").

11. TERMINATION AND AMENDMENT. 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.

12. TERMINATION AND AMENDMENT. 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. DESCRIPTIVE HEADINGS. 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 WWW.CORPORATIONS.STATE.PA.US/CORP 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

TRADEMARK
REEL: 003717 FRAME: 0093

**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

Articles/Certificate of Merger
 (15Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name	BELINDA SCHORY		
Address	PENNCORP SERVICEGROUP INC		
	600 NORTH SECOND ST.	29267	
City	PO BOX 1340	Zip Code	
	HARRISBURG PA 17108-1210		

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 8 Page(s)



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the limited liability company surviving the merger is:
SPHERION ATLANTIC ENTERPRISES LLC

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o				

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of Delaware and the name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o Corporate Creations Network, Inc.				Erie

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of ___ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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PA. DEPT. OF STATE

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 26th 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

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. CERTIFICATE OF FORMATION AND OPERATING AGREEMENT. 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. OWNERS' PRIVATE PROPERTY. 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. MANAGERS AND OFFICERS. 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. INTENT. 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. EXPENSES OF THE MERGER. SAE, as the Surviving Company, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

9. FURTHER ASSIGNMENT OR ASSURANCE. 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. EFFECTIVE TIME. 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 Exhibit A (the "Certificate of Merger"), 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 "Effective Time").

11. TERMINATION AND AMENDMENT. 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.

12. TERMINATION AND AMENDMENT. 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. DESCRIPTIVE HEADINGS. 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: _____
John D. Heins, Senior Vice President

SPHERION ATLANTIC ENTERPRISES LLC

By: _____
John D. Heins, Senior Vice President