

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/28/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Robert Half Incorporated		02/16/2007
			Entity Type
			CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Robert Half International Inc.		
Street Address:	2884 Sand Hill Road		
City:	Menlo Park		
State/Country:	CALIFORNIA		
Postal Code:	94025		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2343027	TCG
	Registration Number:	2332017	TCG
CORRESPONDENCE DATA			
Fax Number:	(212)687-2329		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212.338.3527		
Email:	abaum@foley.com, ptomailnewyork@foley.com, emarmo@foley.com, spippin@foley.com, nalayev@foley.com		
Correspondent Name:	Andrew Baum/Foley & Lardner LLP		
Address Line 1:	90 Park Avenue		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	092932-0101-3098-3082		
NAME OF SUBMITTER:	Andrew Baum, Attorney of Record		

OP \$65.00 2343027

900157177

**TRADEMARK
 REEL: 004168 FRAME: 0164**

Signature:	/Andrew Baum/
Date:	03/16/2010
Total Attachments: 5 source=Cert Ownership and Merger0001#page1.tif source=Cert Ownership and Merger0001#page2.tif source=Cert Ownership and Merger0001#page3.tif source=Cert Ownership and Merger0001#page4.tif source=Cert Ownership and Merger0001#page5.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:

"ROBERT HALF INCORPORATED", A FLORIDA CORPORATION,
WITH AND INTO "ROBERT HALF INTERNATIONAL INC." UNDER THE NAME OF "ROBERT HALF INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2007, AT 4:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2007.

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

0880771 8100M

070209695



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5454903

DATE: 02-22-07

TRADEMARK
REEL: 004168 FRAME: 0166

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ROBERT HALF INCORPORATED
(a Florida corporation)

INTO

ROBERT HALF INTERNATIONAL INC.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Robert Half International Inc., a corporation incorporated on October 18, 1979 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

1. The Company owns all of the outstanding shares of each class of the capital stock of Robert Half Incorporated, a corporation incorporated under the laws of the State of Florida (the "Subsidiary").

2. The Company, by resolutions of its board of directors duly adopted at a meeting duly called and held on February 13, 2007, determined to merge into itself the Subsidiary which resolutions are in the following words to wit:

WHEREAS, the Company lawfully owns all the outstanding shares of each class of capital stock of Robert Half Incorporated, a Florida corporation (the "Subsidiary").

WHEREAS, the Company desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary.

RESOLVED, that the Company shall merge Subsidiary into itself and assume all of the liabilities and obligations of the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED, that the Chairman, the Chief Financial Officer and the General Counsel of the Company be, and each hereby is, authorized and directed to fix the date for the foregoing merger.

RESOLVED, that at such time, the separate corporate existence of the Subsidiary shall cease and the Company shall continue as the surviving corporation in the merger.

RESOLVED, that each outstanding share of the Subsidiary owned by the Company immediately prior to the merger shall thereupon cease to be outstanding and shall be cancelled, without any payment being made in respect thereof cancelled.

RESOLVED, that each outstanding share of the Company shall remain outstanding following the merger.

RESOLVED, that, in accordance with the Delaware General Corporation Law, the proper officers of the Company are hereby authorized to (a) execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Subsidiary into the Company and to assume Subsidiary's liabilities and obligations, (b) file such Certificate of Ownership and Merger with the Delaware Secretary of State and (c) record such certificate in the office of the recorder of each county in which the registered office of the Company is located.

RESOLVED, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Florida and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Subsidiary and in any other appropriate jurisdiction.

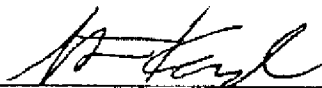
RESOLVED, that the proper officers of the Company are hereby authorized to take such other actions and sign such other documents as may be necessary or appropriate to carry out the intent of the foregoing resolutions, and all prior actions taken in connection therewith are hereby confirmed, ratified and approved.

RESOLVED, that there are hereby adopted and approved, effective as of the date hereof, any and all other resolutions, plans of merger or documents of any type required to be adopted or approved by this Board of Directors by the law governing corporations of any state in order for such merger to be effected, and the Secretary of the Company is hereby authorized to certify to any state agency or authority that such resolutions, plans of merger or documents were so adopted and approved

3. The merger of Subsidiary with and into Company shall be effective upon February 28, 2007.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its duly authorized officer on this 16th day of February, 2007.

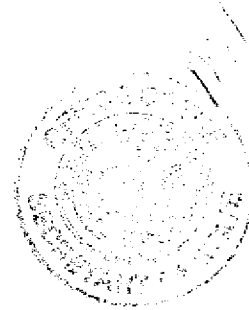
ROBERT HALF INTERNATIONAL INC.

By: 

Name: Steven Karel

Title: Secretary

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

Debra Bowen

DEBRA BOWEN
Secretary of State

1588031

FILED
In the office of the Secretary of State
of the State of California



FEB 26 2007

**CERTIFICATE OF SURRENDER OF RIGHT
TO TRANSACT INTRASTATE BUSINESS**

On behalf and by authority of Robert Half Incorporated
(Name of Corporation)

_____, a corporation

organized under the laws of Florida
(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.

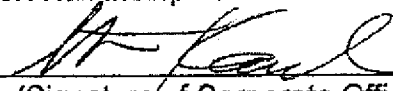
Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.

The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

c/o Robert Half International Inc.
2884 Sand Hill Road
Menlo Park, CA 94025

A final franchise tax return, as described by Section 23332 of the Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.

Robert Half Incorporated

By: 
(Signature of Corporate Officer)

Steven Karel, Vice President and Secretary

