

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																							
NATURE OF CONVEYANCE:	MERGER																							
EFFECTIVE DATE:	12/25/2011																							
CONVEYING PARTY DATA																								
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CORRESPONDENCE DATA																								
Fax Number:	(212)446-6460																							
Phone:	2124464800																							
Email:	hayley.smith@kirkland.com																							
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																								
Correspondent Name:	Hayley Smith, Senior Legal Assistant																							
Address Line 1:	Kirkland & Ellis LLP																							

CH \$165.00 1865479

Address Line 2: 601 Lexington Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 12330/1

NAME OF SUBMITTER: Hayley Smith

Signature: //Hayley Smith//

Date: 01/03/2012

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"UNIFORCE SERVICES, INC.", A NEW YORK CORPORATION,
WITH AND INTO "COMFORCE OPERATING, INC." UNDER THE NAME OF "COMFORCE OPERATING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2011, AT 5:31 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF DECEMBER, A.D. 2011.

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111351680



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9263149

DATE: 12-29-11

TRADEMARK
REEL: 004690 FRAME: 0373

**CERTIFICATE OF MERGER
OF
UNIFORCE SERVICES, INC.**

**INTO
COMFORCE OPERATING, INC.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Comforce Operating, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Uniforce Services, Inc., a New York corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Comforce Operating, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is two hundred (200) common shares with no par value.

SIXTH: The merger is to become effective on December 25, 2011.

SEVENTH: The Agreement of Merger is on file at the offices of the surviving corporation located at 999 Stewart Avenue, Bethpage, NY 11714.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer, the 2nd day of December, 2011.

COMFORCE OPERATING, INC.

By: Arthur A. Feltman

Arthur A. Feltman

Vice President & Secretary