

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM363792

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alt-Source, Inc.		12/20/2013	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Alt-Source, LLC		
Street Address:	100 Commercial Circle		
Internal Address:	Bldg B		
City:	Conroe		
State/Country:	TEXAS		
Postal Code:	77304		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3755407	WE MAKE EMPLOYING EASIER	
CORRESPONDENCE DATA			
Fax Number:	3303764577		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	330.849.6641		
Email:	sketler@ralaw.com		
Correspondent Name:	Suzanne K. Ketler		
Address Line 1:	222 South Main Street		
Address Line 2:	Roetzel & Andress		
Address Line 4:	Akron, OHIO 44308		
ATTORNEY DOCKET NUMBER:	129946.0020		
NAME OF SUBMITTER:	Suzanne K. Ketler		
SIGNATURE:	/Suzanne K. Ketler/		
DATE SIGNED:	11/27/2015		
Total Attachments: 8			
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Alt-Source, Inc.
File Number: 800063231

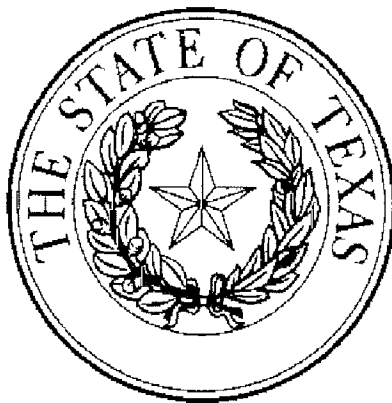
Converting it to

Alt-Source, LLC
File Number: 801903662

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/20/2013

Effective: 12/30/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

Form 404

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
Tel: 512/463-5709

Filing Fee: \$150



**Articles of Amendment
Pursuant to Article 4.04
Texas Business Corporation Act**

Filed in the Office of the
Secretary of State of Texas
Filing #: 800063231 12/09/2009
Document #: 287146060012
Image Generated Electronically
for Web Filing

Article 1 - Name

The name of the corporation is:

TEXAS BEST STAFF LEASING, INC.

The filing number issued to the corporation by the secretary of state is: 800063231

Article 2 - Amended Name

The amendment changes the articles of incorporation to change the article that names the corporation.
The article in the Articles of Incorporation is amended to read as follows:

Alt-Source, Inc.

A letter of consent, if applicable, is attached.

Article 3 - Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

or

B. This document becomes effective at a later date, which is not more than (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

James F. Fagan

Signature of Authorized Officer

FILING OFFICE COPY

ARTICLES OF INCORPORATION
OF
TEXAS BEST STAFF LEASING, INC.

FILED
In the Office of the
Secretary of State of Texas

MAR 04 2002

Corporations Section

ARTICLE ONE - CORPORATE NAME

The name of the corporation is TEXAS BEST STAFF LEASING, INC.

ARTICLE TWO - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent is an individual resident of the state whose name is set forth below:

EMMITT F. FAGAN

The business address of the registered agent and the registered office address is:

100 COMMERCIAL CIRCLE, BUILDING B
CONROE, TEXAS 77304

ARTICLE THREE - DIRECTORS

The number of directors constituting the initial board of directors and the names and address of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

EMMITT F. FAGAN	VIRGINIA JOHNSON	JAMES FAGAN
6706 FORT DAVIS COVE	217 TUPELO	23115 EASTGATE VILLAGE DRIVE
AUSTIN, TEXAS 77373	CONROE, TX. 77304	SPRING, TEXAS 78731

ARTICLE FOUR - AUTHORIZED SHARES

The total number of shares the corporation is authorized to issue is 100,000 and the par value of each of the authorized shares is \$ 1.00.

ARTICLE FIVE - INITIAL CAPITALIZATION

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of one thousand dollars (\$ 1,000).

ARTICLE SIX - DURATION

The period of duration is perpetual.

ARTICLES OF INCORPORATION - PAGE ONE (1)

TRADEMARK
REEL: 005677 FRAME: 0187

ARTICLE SEVEN -- PURPOSE

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

INCORPORATOR

The name and address of the incorporator is set forth below:

EMMITT F. FAGAN
100 COMMERCIAL CIRCLE, BUILDING B
CONROE, TEXAS 77304

EFFECTIVE DATE OF FILING

This document will become effective when the document is filed by the secretary of state.

EXECUTION

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for submission of a false or fraudulent document.


EMMITT F. FAGAN
INCORPORATOR



Office of the Secretary of State
 Corporations Section
 P.O. Box 13697
 Austin, Texas 78711-3697

FILED
 In the Office of the
 Secretary of State of Texas

OCT 06 2003

Corporations Section

ASSUMED NAME CERTIFICATE
 FOR FILING WITH THE SECRETARY OF STATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is
TEXAS BEST STAFF LEASING, INC.
2. The assumed name under which the business or professional service is or is to be conducted or rendered is
ALT-SOURCE
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is TEXAS and the address of its registered or similar office in that jurisdiction is
100 COMMERCIAL CIRCLE, BLDG. B, CONROE, TEXAS 77304
4. The period, not to exceed 10 years, during which the assumed name will be used is
JANUARY 1, 2003 THROUGH DECEMBER 31, 2012
5. The entity is a (check one):
 - A.

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> Non-Profit Corporation
<input type="checkbox"/> Professional Corporation	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Registered Limited Liability Partnership	
 - B. If the entity is some other type business, professional or other association that is incorporated, please specify below (e.g., bank, savings and loan association, etc.)
N/A
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 100 COMMERCIAL CIRCLE, BLDG. B, CONROE, TEXAS 77304 and the name of its registered agent
EMMITT F. FAGAN
 at such address is EMMITT F. FAGAN
 The address of the principal office (if not the same as the registered office) is
SAME

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A

and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A

and the office address elsewhere is N/A

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT")

ALL

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document.

By

James F. Fagan
Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

NOTE

This form is designed to meet statutory requirements for filing with the secretary of state and is not designed to meet filing requirements on the county level. Filing requirements for assumed name documents to be filed with the county clerk differ. Assumed name documents filed with the county clerk are to be executed and acknowledged by the filing party, which requires that the document be notarized.

JUN 27 2007

CERTIFICATE OF EXCHANGE

1. Pursuant to the provisions of Article 5.02 of the Texas Business Corporation Act, each filing entity executing this instrument certifies the following statements:

(a) The names of each domestic corporation that is a party to the exchange, and the jurisdiction in which each is organized or incorporated, are as follows:

	<u>Name</u>	<u>Jurisdiction of Incorporation</u>	<u>Status</u>
(i)	Fagan Holdings, Inc.	Texas	Acquiring Holding Company
(ii)	Questco, Inc.	Texas	Acquired Subsidiary
(iii)	HelpStat, Inc.	Texas	Acquired Subsidiary
(iv)	Staf USA, Inc.	Texas	Acquired Subsidiary
(v)	Texas Best Staff Leasing, Inc.	Texas	Acquired Subsidiary

(b) No domestic entity is being created by the Plan of Exchange.

(c) A signed Plan of Exchange is on file at the principal place of business of the Acquiring Holding Company at the following address: 100 Commercial Circle, Building B, Conroe, Texas 77304-2209.

(d) A copy of the Plan of Exchange will be on written request furnished without cost by the Acquiring Holding Company to any owner or member of any domestic entity that is a party to the Plan of Exchange.

2. The holders of all outstanding shares of capital stock of each corporation a party to this instrument, as well as the Boards of Directors of each, unanimously approved the Plan of Exchange. The Plan of Exchange has been approved as required by the law of the jurisdiction of each organization that is a party to the exchange and by the governing documents of those organizations.

3. The exchange shall be effective as of 11:59 p.m. Central Standard Time (the "Effective Time") on the date the Certificate is filed with the Secretary of State of the State of Texas (the "Effective Date").

4. As of the Effective Time and the Effective Date, the ownership interests of all of the Acquired Subsidiaries shall be owned by the Acquiring Holding Company. The former holders of the ownership interests of each Acquired Subsidiary shall exclusively own equity interests in, or hold debt securities of, the Acquiring Holding Company.

5. This Certificate may be executed in multiple counterparts all of which, when executed and delivered and when taken together, shall constitute a complete and effective original instrument. Execution and delivery by facsimile transmission and/or electronic email transmission shall constitute legal, valid and binding execution and delivery in the same manner as if personally present and delivered.

Executed as of the date set forth below by each signature to be effective as of the Effective Time and the Effective Date.

Fagan Holdings, Inc.

Dated: June 4, 2007

By: E. Frank Fagan
E. Frank Fagan, President

Questco, Inc.

Dated: June 4, 2007

By: E. Frank Fagan
E. Frank Fagan, President

Helpstat, Inc.

Dated: June 4, 2007

By: E. Frank Fagan
E. Frank Fagan, President

Staf USA, Inc.

Dated: June 4, 2007

By: E. Frank Fagan
E. Frank Fagan, President

Texas Best Staff Leasing, Inc.

Dated: June 4, 2007

By: E. Frank Fagan
E. Frank Fagan, President

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