



MRD
11-20-98

REC 100906626 ET U.S. DEPARTMENT OF COMMERCE
TRADEMARKS ONLY Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
StaffMark Acquisition Corporation Two

() Individual () Association
() General Partnership () Limited Partnership
(X) Corporation-State - Delaware () Other

Additional name(s) of conveying party(ies) attached?
() Yes (X) No

3. Nature of conveyance:
() Assignment () Merger
() Security Agreement (X) Change of Name
() Other

Execution Date: September 23, 1997

2. Name and Address of receiving party(ies):
Name: Flexible Personnel, Inc.
Internal Address:
Street Address: 302 East Millsay Road
City: Fayetteville State: Arkansas ZIP: 72703

() Individual(s) Citizenship:
() Association:
() General Partnership:
() Limited Partnership:
(X) Corporation-State: Delaware
() Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes () No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? () Yes (X) No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
None

B. Trademark registration No.(s)
1,733,503

Additional numbers attached? () Yes (X) No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: J. Charles Dougherty
Internal Address: Wright, Lindsey & Jennings, LLP
Street Address: 200 W. Capitol Avenue, Suite 2000
City: Little Rock State: Arkansas ZIP: 72201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00
(X) Enclosed
() Authorized to be charged to deposit account

8. Deposit account number: 233263
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

J. Charles Dougherty [Signature] 11/18/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet _____

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/24/1998 DNGUYEN 00000063 1733503
01 FC:481 40.00 OP

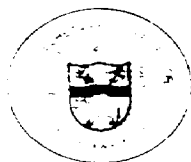
Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "STAFFMARK ACQUISITION CORPORATION TWO", CHANGING ITS NAME FROM "STAFFMARK ACQUISITION CORPORATION TWO" TO "FLEXIBLE PERSONNEL, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

2707754 8100

AUTHENTICATION:

8665167

971318315

DATE:

09-23-97

TRADEMARK
REEL: 1818 FRAME: 0994

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF CORPORATION**

StaffMark Acquisition Corporation Two, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of StaffMark Acquisition Corporation Two resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended said Article shall be read as follows:

ARTICLE ONE

The name of the Corporation is Flexible Personnel, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of this amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Robert H. Janes III, its authorized officer, this 19th day of September, 1997.

By: Robert H. Janes III
Robert H. Janes III, Vice President

K:dlh0063.308

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "STAFFMARK ACQUISITION CORPORATION TWO", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 1997, AT 11:30 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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971017481

AUTHENTICATION:

8291628

DATE:

01-21-97

RECORDED: 11/20/1998

TRADEMARK
REEL: 1818 FRAME: 0997