

MRD 1-24-00

02-25-2000

FRM PTO-1594  
(Rev 5-93)



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents

101275878

1 documents or copy thereof.

1. Name of conveying party(ies):  
SALES STAFFERS INTERNATIONAL, INC.

Individual(s) citizenship:

Association:  
General Partnership:  
Limited Partnership:  
Corporation - State: MASSACHUSETTS  
Other:

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

3. Nature of Conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: October 5, 1999

2. Name and address of receiving party(ies):  
Name: SALIENCE ASSOCIATES INC.  
Address: 300 BRICKSTONE SQUARE, 9TH FLOOR  
City: ANDOVER State: MA Zip: 01810

Individual(s) citizenship:  
Association:  
General Partnership:  
Limited Partnership:  
Corporation - State: MASSACHUSETTS  
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  No

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

A. Trademark Application No.(s)  
75/193,954

B. Trademark Registration No.(s)  
2,145,984

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Erin O'Brien  
Internal Address: GRAY CARY WARE & FREIDENRICH  
401 B Street, Suite 1700  
San Diego, California 92101-4297

6 Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) . . . . . \$ 65.00 *E*  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 07-1907

(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.

Erin O'Brien  
Name of Person Signing

*Erin O'Brien*  
Signature

January 21, 2000  
Date

Total number of pages comprising cover sheet: [ 7 ]

Mail Documents to be recorded with required cover sheet information to:  
U.S. Patent and Trademark Office, Office of Public Records  
1213 Jefferson Davis Highway, 3rd Floor  
Arlington, VA 22202

02/24/2000 TTOM11 00000035 071907 2145984

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

SD\1279429.2  
1090371-916000

TRADEMARK  
REEL: 002026 FRAME: 0130

FIRST AMENDMENT  
TO  
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Amendment to Intellectual Property Security Agreement is entered into as of October 5, 1999, by and between IMPERIAL BANK ("Bank") and SALIENCE ASSOCIATES INC ("Borrower")

RECITALS

Borrower and Bank are parties to that certain Intellectual Property Security Agreement dated as of April 16, 1999 (the "Security Agreement") in which Borrower is referred to as "Sales Staffers International, Inc." Borrower has changed its name as reflected in Exhibit A attached hereto. This Amendment corrects the name of Borrower in the Security Agreement

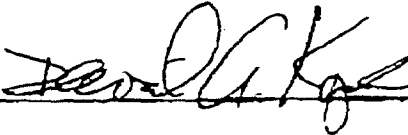
NOW, THEREFORE, the parties agree as follows:

1. All references in the Security Agreement to "Sales Staffers International, Inc." shall mean and refer to "Salience Associates Inc."
2. Unless otherwise defined, all capitalized terms in this Amendment shall be as defined in the Security Agreement. Except as amended, the Security Agreement remains in full force and effect.
3. Borrower represents and warrants that the Representations and Warranties contained in the Security Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written

Address:  
  
300 Brickstone Square  
Andover, MA 01810

SALIENCE ASSOCIATES INC.

By:   
Title: Vice President of Finance

Address:  
  
226 Airport Parkway  
San Jose, CA 95110-1024  
Attn: Corporate Banking Center

IMPERIAL BANK

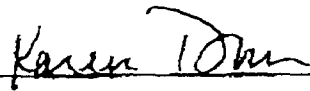
By:   
Title: Vice President

EXHIBIT A

CERTIFIED COPY OF  
ARTICLES OF AMENDMENT

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

021

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

By Robert Stockard, President /

and David Kaplan, Clerk

of Sales Staffers International, Inc.
(Exact name of corporation)

located at 300 Brickstone Square, 9th Floor, Andover, MA 01810
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

One

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

by unanimous consent dated June 30, 1999, by vote of

1,000,000 shares of Common Stock of 1,000,000 shares outstanding,
(type, class & series, if any)

326,220 shares of Preferred Stock of 326,220 shares outstanding, and
(type, class & series, if any)

shares of of shares outstanding,
(type, class & series, if any)

C
P
M
R.A.

being at least a majority of each type, class or series outstanding and entitled to vote thereon; / or being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

VOTED: That the name of the corporation be changed to "Salience Associates Inc".

\*Delete the inapplicable words. \*\*Delete the inapplicable clause.
For amendments adopted pursuant to Chapter 156B, Section 70.
For amendments adopted pursuant to Chapter 156B, Section 71.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

4
P.C.

9/17/93

and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue:

is as follows:

NUMBER OF SHARES	WITH PAR VALUE STOCKS		
	TYPE	NUMBER OF SHARES	PAR VALUE
	Common:		
	Preferred:		

is as follows:

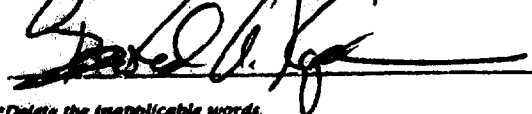
NUMBER OF SHARES	WITH PAR VALUE STOCKS		
	TYPE	NUMBER OF SHARES	PAR VALUE
	Common:		
	Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Law, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 30th day of June, 19 99,

 \_\_\_\_\_, \*President ~~XXXXXX~~

 \_\_\_\_\_, \*Clerk ~~XXXXXX~~

\*Delete the inapplicable words.

160380

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE COMMONWEALTH  
700 STATE STREET (72)

\_\_\_\_\_

\_\_\_\_\_ of Amendment and the filing fee in  
\_\_\_\_\_ and all articles are deemed

\_\_\_\_\_

\_\_\_\_\_

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
9/27/99  
DATE \_\_\_\_\_ CLERK \_\_\_\_\_

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

Peter Coogan, Foley, Hoag & Eliot LLP  
One Post Office Square  
Boston, MA 02109