

03-15-2000



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02-22-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #30

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

2/22/00

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/14/2000 DCDATES 00000141 1985136

01 FC:481 40.00 OP
02 FC:482 275.00 OP

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002034 FRAME: 0116

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text" value="See Attached Exhibits"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Brian D. Flagler

Name of Person Signing



Signature

2/22/00

Date Signed

EXHIBIT

**U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS SUBJECT TO MERGER
BETWEEN CHI SERVICES, INC. (A DELAWARE CORPORATION) AND
CHI SERVICES, L.P. (A DELAWARE LIMITED PARTNERSHIP)**

SERIAL/REGISTRATION NO.	MARK
1,985,136	CUSTOMIZED EMPLOYMENT SOLUTIONS
1,588,133	FIRSTSTAFF
1,639,929	FIRSTAFF AND DESIGN
2,073,066	FIRSTAFF SOFTWARE
1,702,112	FIRSTCLASS EMPLOYEE
1,696,576	FIRSTDAY
1,878,358	FIRST IN OFFICE PRODUCTIVITY
1,631,214	FIRST IN OFFICE STAFFING
1,003,522	REPEAT PERFORMERS
1,690,736	SKILLSFIRST
1,285,542	TEMPSAMERICA
1,285,543	TEMPSAMERICA (Words and Design)

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 MERGER, WHICH MERGES:

"CHI SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CHI SERVICES, L.P." UNDER THE NAME OF "CHI SERVICES, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2968665 8100M

981447858

AUTHENTICATION: 9417899

DATE: 11-20-98

CERTIFICATE OF MERGER OF

CHI SERVICES, INC.

WITH AND INTO

CHI SERVICES, L.P.

The undersigned DO HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>NAME</u>	<u>STATE OF DOMICILE AND JURISDICTION OF FORMATION OR ORGNIZATION</u>
CHI SERVICES, INC.	Delaware
CHI SERVICES, L.P.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of subsection (c) of Section 263 of the General Corporation Law of Delaware and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving Delaware limited partnership is CHI Services, L.P.

FOURTH: That the Limited Partnership Agreement of CHI Services, L.P., a Delaware limited partnership, which is surviving the merger, shall be the Limited Partnership Agreement of the surviving Delaware limited partnership.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving Delaware limited partnership, the address of which is 2015 South Park Place, Atlanta, Georgia 30339.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving Delaware limited partnership, on request and without cost, to any stockholder of CHI Services, Inc. or any partner of CHI Services, L.P.

SEVENTH: That the Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on November 30, 1998.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Certificate of Merger as of the 19th day of November, 1998.

CHI SERVICES, INC.


By: Jesse P. Schaudies, Jr.
Its: Vice President

CHI SERVICES, L.P.

By: Randstad General Partner (US) LLC
Its: General Partner


By: Jesse P. Schaudies, Jr.
Its: Vice President

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (the "Agreement"), is dated this 19th day of November, 1998, pursuant to Section 263 of the General Corporation Law of Delaware and Section 17-211 of The Delaware Revised Uniform Limited Partnership Act, between CHI Services, Inc., a Delaware corporation (the "Merging Corporation") and CHI Services, L.P., a Delaware limited partnership (the "Surviving Entity").

WITNESSETH that:

WHEREAS, the Merging Corporation desires to merge with and into the Surviving Entity; and

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby set forth the terms and conditions of said merger (the "Merger") and mode of carrying the same into effect as follows:

FIRST: CHI Services, Inc. shall merge with and into CHI Services, L.P., which shall be the surviving entity when the Merger takes place and which shall continue to exist as said surviving entity under the name CHI Services, L.P. The separate existence of the Merging Corporation shall cease when the Merger takes effect.

SECOND: The Limited Partnership Agreement of CHI Services, L.P., as is in effect on the date of the Merger, shall continue in full force and effect as the Limited Partnership Agreement of the Surviving Entity until amended and changed in the manner prescribed by the jurisdiction of organization of the Surviving Entity.

THIRD: The outstanding shares of the capital stock of the Merging Corporation shall be cancelled without consideration. Any general and/or limited partnership interests in the Surviving Entity which are outstanding at the time of the Merger shall continue to be outstanding and unchanged following the Merger.

FOURTH: The Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on November 30, 1998.

FIFTH. The Agreement of Merger herein made shall be submitted to the shareholders of the Merging Corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of Delaware, and to the partners of the Surviving Entity for their approval or rejection as provided in the Delaware Revised Uniform Limited Partnership Act.

SIXTH: In the event that the Agreement of Merger shall have been approved by the shareholders entitled to vote of the Merging Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, and the partners of the Surviving Entity pursuant to the Delaware Revised Uniform Limited Partnership Act, the Merging Corporation and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

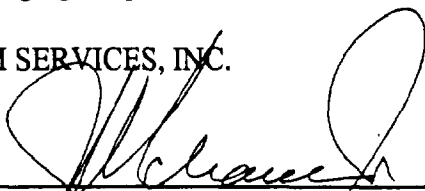
SEVENTH: The Board of Directors and the proper officers of the Merging Corporation and the general partner of the Surviving Entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or

convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Agreement as of the 19th day of November, 1998.

“Merging Corporation”

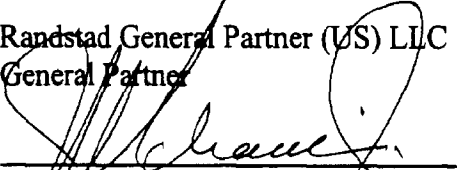
CHI SERVICES, INC.


By: Jesse P. Schaudies, Jr.
Its: Vice President

“Surviving Entity”

CHI SERVICES, L.P.

By: Randstad General Partner (US) LLC
Its: General Partner


By: Jesse P. Schaudies, Jr.
Its: Vice President