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TRADEMARKS ONLY

HEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 5-10-01
Career Mosaic Inc.

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

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

2. Name and address of receiving party(ies)
Name: Resume Acquisition Corporation
Internal Address: c/o HeadHunter.NET
Street Address: 333 Research Court, Suite 200
City: Norcross State: Georgia Zip: 30092

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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 No

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

Execution Date: April 15, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,103,460
1,946,603

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jay E. Sloman
Internal Address: Alston & Bird LLP
Street Address: 1201 West Peachtree Street
City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 2

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

8. Deposit account number:

(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.

Jay E. Sloman [Signature] 5/9/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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

FROM CORPORATION TRUST 302-655-5049

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ALSTON & BIRD LLP 443

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 07/19/2000
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CERTIFICATE OF MERGER

The undersigned corporation, organized and existing under the General Corporation Law of Delaware, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Resume Acquisition Corporation	Delaware
Career Mosaic Inc.	Delaware

2. An agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the merger is Resume Acquisition Corporation.

4. The Certificate of Incorporation of Resume Acquisition Corporation shall be the Certificate of Incorporation of the surviving corporation.

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, 333 Research Court, Suite 200, Norcross, Georgia 30092.

6. A copy of the executed agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of this 19th day of July, 2000.

RESUME ACQUISITION CORPORATION

By: Mark W. Partin
Name: Mark W. Partin
Title: Chief Financial Officer

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