

08-27-2001



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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please refer to

original documents or copy thereof.

1. Name of conveying party(ies): 8-17-01
Co-Counsel, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Olsten Staffing Services, VI, Inc.
Internal Address: _____
Address: _____
Street Address: 175 Broad Hollow Road
City: Melville State: NY Zip: 11747

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: January 1, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,611,487

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Galina A.K. Kirman, Esq.
Internal Address: Winston & Strawn

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501-814
(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.

Galina A.K. Kirman [Signature] 8/17/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

08/27/2001 RAHMED1 00000015 1611487
01 FC:481 40.00 DP



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

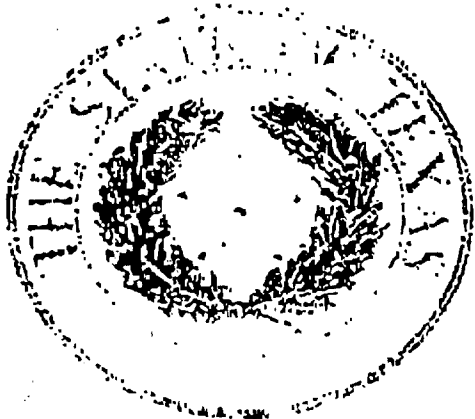
CO-COUNSEL, INC.
a Texas corporation
with
OLSTEN STAFFING SERVICES VI, INC.
a Delaware corporation

have been received in this office and are 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 of Merger.

Filed **DECEMBER 31 1998**

Effective **JANUARY 1 1999**

jk



Alberto R. Gonzales
Secretary of State

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1998
981510732 - 2696153

CERTIFICATE OF MERGER
(Under Section 252-c)

OF

CO-COUNSEL, INC.

INTO

OLSTEN STAFFING SERVICES VI, INC.

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

Name	State of Incorporation
Co-Counsel, Inc.	Texas
Olsten Staffing Services VI, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection 252-c.

3. The surviving corporation is Olsten Staffing Services VI, Inc., a Delaware corporation.

4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, and the address thereof is:

175 Broad Hollow Road
Melville, NY 11747

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


7. Co-Counsel, Inc.'s authorized stock is 10,000 common shares at \$0.1 per share.

8. The merger shall be effective on January 1, 1999.

IN WITNESS WHEREOF, Olson Staffing Services VI, Inc., a Delaware corporation, has caused this certificate to be signed by its Vice President and Assistant Secretary, this 30th day of December, 1998.



William P. Costantini
Senior Vice President



Laurin L. Laderoute, Jr.
Secretary

IN WITNESS WHEREOF, Co-Counsel, Inc., a Texas corporation, has caused this certificate to be signed by its Senior Vice President and Secretary, this 30th day of December, 1998.



William P. Costantini
Senior Vice President



Laurin L. Laderoute, Jr.
Secretary

Olson Staffing Services VI, Inc.

**ARTICLES
OF
MERGER
OF
CO-COUNSEL, INC.
(a Texas Corporation)
into
OLSTEN STAFFING SERVICES VI, INC.
(a Delaware Corporation)**

DEC 5 1998

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.01 of the Texas Business Corporation Act.

1. See attached plan of merger as set forth as Exhibit A.
2. The names of the corporations participating in the merger and in the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Co-Counsel, Inc.	Texas
Olsten Staffing Services VI, Inc.	Delaware

3. The plan of merger was duly approved by the shareholders of each corporation as follows:

As to each of the undersigned corporations, the number of shares outstanding, the designation and number of outstanding shares of each such class or series entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Entitled to vote as a Class</u>		
	<u>Shares Outstanding</u>	<u>Designation of class</u>	<u>Number of Shares</u>
Co-Counsel, Inc.	1000	Common	1000
Olsten Staffing Services VI, Inc.	1000	Common	1000

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of each such class voted for and against the plan respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total</u>	<u>Total</u>	<u>Class</u>	<u>Entitled to Vote as a Class</u>	
	<u>Voted For</u>	<u>Voted Against</u>		<u>Voted For</u>	<u>Voted Against</u>
Co-Counsel, Inc.	1000	0	Common	1000	0
Olsten Staffing Services VI, Inc.	1000	0	Common	1000	0

5. As to each foreign corporation that is a party to the plan of merger, the approval of the plan of merger was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

6. The merger will become effective on January 1, 1999 at 12:01 a.m. in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

Dated: December 28, 1998

OLSTEN STAFFING SERVICES VI, INC.

By: Laurin L. Laderoute, Jr.
Laurin L. Laderoute, Jr.
Vice President

CO-COUNSEL, INC.

By: Laurin L. Laderoute, Jr.
Laurin L. Laderoute, Jr.
Vice President

EXHIBIT A

PLAN OF MERGER

FIRST: Olsten Staffing Services VI, Inc., a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of Co-Counsel, Inc., a corporation organized under the laws of the state of Texas.

SECOND: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the merged corporation shall be outstanding on the effective date of this Agreement, and all rights in respect thereto shall be cancelled and no shares of the surviving corporation shall be issued and exchanged thereof.

THIRD: The Articles of Incorporation of Olsten Staffing Services VI, Inc. shall be the Articles of Incorporation of the corporation surviving the merger.

FOURTH: The bylaws of Olsten Staffing Services VI, Inc. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of Olsten Staffing Services VI, Inc. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on January 1, 1999.

~~private and confidential~~