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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks or copy thereof.

1. Name of conveying party(ies):
Blethen Temporaries, Inc.

Individual Association
 General Partnership Limited Partnership
 Corporation-State North Carolina Other -

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

2. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: March 28, 1997

2. Name and Address of receiving party(ies):
 Name: The Blethen Group, Inc.
 Internal Address:
 Street Address: 2639 Ramada Road
 City: Burlington State: North Carolina Zip: 27216-1815
 Country: USA

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State North Carolina
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)
 1,828,521 for the mark BLETHEN TEMPORARIES registered March 29, 1994
 1,432,591 for the mark BLETHEN TEMPORARIES registered March 10, 1987

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elisabeth A. Evert
 Internal Address: Sidley & Austin
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201


6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$80.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Elisabeth A. Evert  June 7, 2000
 Name of Person Signing Signature Date

OMB No. 0651-0011 (exp. 4/94) Total number of pages comprising cover sheet 4

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ARTICLES OF MERGER
OF
DP PROS OF BURLINGTON, INC., DIXON ENTERPRISES OF
BURLINGTON, INC., JAEGER PERSONNEL SERVICES, LTD.,
PERSONNEL PLACEMENT, INCORPORATED AND TRASEC CORP.
INTO
BLETHEN TEMPORARIES, INC.

EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Blethen Temporaries, Inc. (the "Surviving Corporation"), a corporation organized under the laws of the State of North Carolina, hereby submits these Articles of Merger for the purpose of merging DP Pros of Burlington, Inc., Dixon Enterprises of Burlington, Inc., Jaeger Personnel Services, Ltd., Personnel Placement, Incorporated and Trasec Corp. (the "StaffMark Subsidiaries"), each a corporation organized under the laws of the State of North Carolina, into the Surviving Corporation:

I. The Plan of Merger, a copy of which is attached to these articles and incorporated by reference, was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the merger.

II. The merger and amendment to the Articles of the Surviving Corporation will become effective at the time these Articles of Merger are filed with the Secretary of State for the State of North Carolina.

III. An amendment to the Articles of Incorporation of the Surviving Corporation was adopted on March 26, 1997. The following provision of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

I. The name of this Corporation shall be The Blethen Group, Inc.

This the 28th day of March, 1997.

BLETHEN TEMPORARIES, INC.

By *Clete T. Brewer*
Clete T. Brewer, Vice - President

ATTEST:

Robert H. James III
Robert H. James III, Assistant Secretary

DP PROS OF BURLINGTON, INC.,
a North Carolina corporation

By: Clete T. Brewer
Clete T. Brewer, Vice-President

ATTEST:

Robert H. James III
Robert H. James III, Assistant Secretary

DIXON ENTERPRISES OF BURLINGTON, INC.,
a North Carolina corporation

By: Clete T. Brewer
Clete T. Brewer, Vice-President

ATTEST:

Robert H. James III
Robert H. James III, Assistant Secretary

JAEGER PERSONNEL SERVICES, LTD.,
a North Carolina corporation

By: Clete T. Brewer
Clete T. Brewer, Vice-President

ATTEST:

Robert H. Janes III
Robert H. Janes III, Assistant Secretary

PERSONNEL PLACEMENT, INCORPORATED,
a North Carolina corporation

By: Clete T. Brewer
Clete T. Brewer, Vice-President

ATTEST:

Robert H. Janes III
Robert H. Janes III, Assistant Secretary

TRASEC CORP.,
a North Carolina corporation

By: Clete T. Brewer
Clete T. Brewer, Vice-President

ATTEST:

Robert H. Janes III
Robert H. Janes III, Assistant Secretary

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