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11-13-2000



HEET

OMB No. 0651-0011 (Rev. 4/94)

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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):

Corestaff Services Resources, Inc,  
(a Nevada corporation)

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 1998

2. Name and address of receiving party(ies)

Name: Corporate Services Group Holdings, Inc

Internal Address: Suite 2220

Street Address: 4400 Post Oak Parkway

City: Houston State: TX ZIP: 77027

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

If assignee is not domiciled in the United States, a domestic representative designee 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 patent number(s):

A. Trademark Application No.(s)

75/801,754

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Samuel Fifer

Internal Address:

Sonnenschein Nath & Rosenthal

8000 Sears Tower

Street Address:

233 S. Wacker Drive

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

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.

Samuel Fifer  
Name of Person Signing

Signature

11/3/2000  
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

Office of the Secretary of State

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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:

"CORESTAFF SERVICES, INC.", A DELAWARE CORPORATION,  
"CORESTAFF SERVICES RESOURCES, INC.", A NEVADA CORPORATION,  
WITH AND INTO "CORPORATE SERVICES GROUP HOLDINGS, INC."

UNDER THE NAME OF "CORPORATE SERVICES GROUP HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 1:05 O'CLOCK P.M.

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".

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Edward J. Freel, Secretary of State

2913636 8100M

991000567

AUTHENTICATION: 9500382

DATE: 01-04-99

TRADEMARK  
REEL: 002172 FRAME: 0554

**CERTIFICATE OF MERGER  
PURSUANT TO SECTION 252(c)  
OF THE DELAWARE GENERAL CORPORATION LAW**

**MERGER OF  
CORESTAFF SERVICES, INC. AND  
CORESTAFF SERVICES RESOURCES, INC.  
WITH AND INTO  
CORPORATE SERVICES GROUP HOLDINGS, INC.**

December 31, 1998

Corporate Services Group Holdings, Inc., a Delaware corporation, hereby certifies as follows that:

**FIRST:** The names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Corporate Services Group Holdings, Inc.	Delaware
CORESTAFF SERVICES, INC.	Delaware
CORESTAFF SERVICES RESOURCES, INC.	Nevada

**SECOND:** An agreement of merger between the constituent corporations of the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

**THIRD:** The name of the surviving corporation of the merger is Corporate Services Group Holdings, Inc.

**FOURTH:** The certificate of incorporation of Corporate Services Group Holdings, Inc. shall be the certificate of incorporation of the surviving corporation.

**FIFTH:** The executed agreement of merger is on file at the principal place of business of the surviving corporation, which located at 4400 Post Oak Parkway, Suite 2220, Houston, Texas 77027.

**SIXTH:** A copy of the agreement of merger will be furnished by the surviving corporation, on request and without consent, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign constituent corporation is as follows:

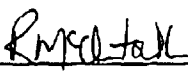
Corporation	Class	Number of Shares	Par Value
CORESTAFF SERVICES RESOURCES, INC.	Common	1,000	\$1.00

EIGHTH: This Certificate of Merger shall be effective as of December 31, 1998.

[Intentionally Left Blank]

Executed as of the first date written above.

**CORPORATE SERVICES GROUP HOLDINGS, INC.**

  
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By: Randall D. McClintock  
Its: Assistant Treasurer