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.S. DEPARTMENT OF COMMERCE

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Patent and Trademark Office Docket No. 30865-24000

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
1. Name of conveying party(ies): EW Acquisition Corporation	2. Name and address of receiving party(ies): Name: EW Career Solutions, Inc. Internal Address: Street Address: Three Park Avenue City, State, ZIP: New York, NY 10016 Individual(s) citizenship: Association: General Partnership: Limited Partnership: El Corporation-State: Other: Additional name(s) & address(es) attached? Yes El 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. Registration No.(s) 2,158,101 Additional numbers attached? Yes No	
5. Name and address of party to whom correspondence concerning document should be mailed: Lynn M. Humphreys Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482	 6. Total number of applications and trademark registrations involved: one (1) 7. Total fee (37 C.F.R. § 3.41): \$65.00 E Enclosed Authorized to be charged to deposit account, referencing Attorney Docket * 8. Deposit account number: 03-1952
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may b	•
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 plocument. Name: Cynn M. Humphreys Signature Total number of pages comprising cover sheet, attachments and document: two (2)	
3/05/2001 GTON11 00000293 031952 2158101 1 FG:481 40.00 CH Mail documents to be recorded with required cover sheet information to:	
Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231	

FINATE OF OPERATE RUST SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 03:45 PM 03/19/1999 591109211 - 2997142

(MON) 03. 22' 99 11:41/ST. 11:39/NO. 3561004399 P 2/3

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF EW ACQUISITION CORPORATION

EW Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That by a unanimous written consent of the Board of Directors of EW Acquisition Corporation, dated as of the date hereof, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Cortificate of Incorporation of this corporation be, and it hereby is, amended to restate Article I to read in full as follows:

'The Name of the Corporation is BW Career Solutions, Inc. (the "Company" or the "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholder of said corporation took action by executing a unanimous written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

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- (MON) 03. 22' 99 11:41/ST. 11:39/NO. 3561004399 P 3/3

IN WITNESS WHEREOF, EW ACQUISITION CORPORATION has caused this certificate to be signed by Jack D. Hidary, its President and Chief Executive Officer, this 19th day of March, 1999.

EW ACQUISITION CORPORATION

BY: /s/ Jack D. Hidery

President and

Chief Executive Officer

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TOTAL PAR

TRADEMARK REEL: 002200 FRAME: 0200