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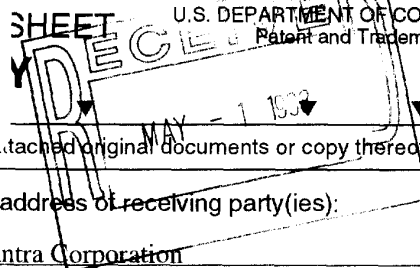
05-21-1998

SHEET

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



100716614



Tab settings

To the Honorable Commissioner of Pa.

attached original documents or copy thereof.

1. Name of conveying party(ies):
 Melson & Associates, Inc.
 3811 Turtle Creek Boulevard
 Suite 600
 Dallas, Texas 75219

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

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

2. Name and address of receiving party(ies):

Name: Quantra Corporation

Internal Address: _____

Street Address: 707 Skokie Boulevard

City: Northbrook State: IL ZIP: 60062

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: May 29, 1996

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
75/149175

B. Trademark Registration No.(s)
2,091,108
1,350,403
1,665,436

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

05/20/1998 10816185 00000161 000011 75/149175

01 FC:461 90.00 LH
02 FC:462 75.00 LH

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.

Michael J. Bevilacqua

Name of Person Signing

Signature

April 30, 1998

Date

4

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

State of Delaware
Office of the Secretary of State PAGE 1

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:

"MELSON & ASSOCIATES, INC.", A TEXAS CORPORATION,
WITH AND INTO "QUANTRA CORPORATION" UNDER THE NAME OF "QUANTRA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9036714

TRADEMARK
04-21-98
REEL: 1728 FRAME: 0795

CERTIFICATE OF MERGER
OF
MELSON & ASSOCIATES, INC.
WITH AND INTO
QUANTRA CORPORATION

It is hereby certified that:

1. The business corporations participating in the merger herein certified are:
 - (i) Quantra Corporation, which is incorporated under the laws of the State of Delaware (hereinafter sometimes referred to as "*Quantra*" and sometimes referred to as the "*Surviving Corporation*"); and
 - (ii) Melson & Associates, Inc., which is incorporated under the laws of the State of Texas (hereinafter referred to as the "*Company*" and sometimes, together with Quantra, as the "*Constituent Corporations*").
2. An Agreement and Plan of Merger (hereinafter referred to as the "*Merger Agreement*") has been approved, adopted, certified, executed and acknowledged by the Company in accordance with the laws of its state of incorporation and the provisions of Section 252(c) of the General Corporation Law of the State of Delaware and by Quantra in the same manner as is provided in Section 252 of the General Corporation Law of the State of Delaware.
3. Pursuant to the terms of the Merger Agreement, the Company shall be merged with and into Quantra, with Quantra being the surviving corporation, in accordance with the General Corporation Law of the State of Delaware (hereinafter referred to as the "*Merger*").
4. The name of the Surviving Corporation in the Merger herein certified is, and after the Effective Time shall continue to be, "*Quantra Corporation*" until amended in accordance with the provisions of the General Corporation Law of the State of Delaware.
5. The Certificate of Incorporation of Quantra in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation at and after the Effective Time until amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

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6. The executed Merger Agreement between the Constituent Corporations is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Quatra Corporation
707 Skokie Boulevard, 7th Floor
Northbrook, Illinois 60062

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of each of the Constituent Corporations.

8. The authorized capital stock of the Company consists of 10,000 shares of Common Stock, \$1.00 par value, and 20,000 shares of Preferred Stock, \$1.00 par value.

Dated: April 25, 1996

QUANTRA CORPORATION

By Larry P. Raker
Its PRESIDENT