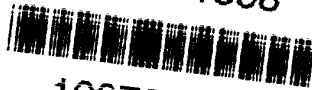
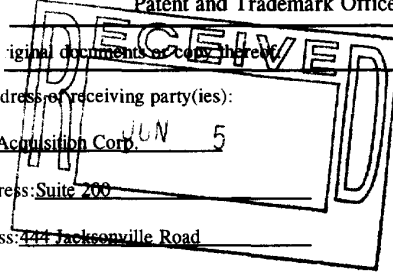


06-09-1998



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



Form PTO-

To the Honorable Commissioner of Patents

MCB 6-5-98

1. Name of conveying party(ies):  
Facility Management Systems, Inc.  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Illinois  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: FMS Acquisition Corp.  
Internal Address: Suite 200  
Street Address: 444 Jacksonville Road  
City: Warminster State: PA Zip: 18974

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_  
Execution Date: July 26, 1996

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

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)                      B. Trademark registration No.(s) 1,574,531  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Archer & Greiner, P.C.  
Internal Address: Patricia Kane Williams, Esq.  
Street Address: One Centennial Square  
P.O. Box 3000  
City: Haddonfield State: NJ ZIP: 08033

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.  
Patricia Kane Williams, Esquire                      Patricia Kane Williams                      6/3/98  
Name of Person Signing                      Signature                      Date  
Total number of pages completing cover sheet: 4

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**  
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 20503.

06/08/1998 JWR/KNS 00000118 1574531 40.00 DP 01 FC-481



Office of the Secretary of State

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:

"FACILITY MANAGEMENT SYSTEMS, INC.", A ILLINOIS CORPORATION, WITH AND INTO "FMS ACQUISITION CORP." UNDER THE NAME OF "FACILITY MANAGEMENT SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2627922 8100M

960218805

AUTHENTICATION: 8044101

DATE: 07-29-96

TRADEMARK

REEL: 1737 FRAME: 0185



CERTIFICATE OF MERGER  
OF  
FACILITY MANAGEMENT SYSTEMS, INC.  
INTO  
FMS ACQUISITION CORP.

To: The Secretary of State  
State of Delaware

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned corporations hereby execute the following Certificate of Merger.

1. The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
FACILITY MANAGEMENT SYSTEMS, INC.	<i>Illinois</i>
FMS ACQUISITION CORP.	Delaware

FMS Acquisition Corp. is hereinafter designated as the "Surviving Corporation" and Facility Management Systems Inc. is hereinafter designated as the "Merging Corporation."

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the General Corporation Laws of Delaware.

3. Article **FIRST** of the Certificate of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

"FIRST: Name. The name of the Corporation is Facility Management Systems, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 444 Jacksonville Road, Suite 200, Warminster, PA 18974.



5. A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of the Merging Corporation is 100.00 shares of common stock and 1.000 shares of preferred stock.

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by an authorized officer as of the 25th day of July 1996.

Attest:

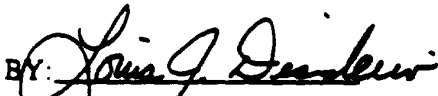
FACILITY MANAGEMENT SYSTEMS, INC.

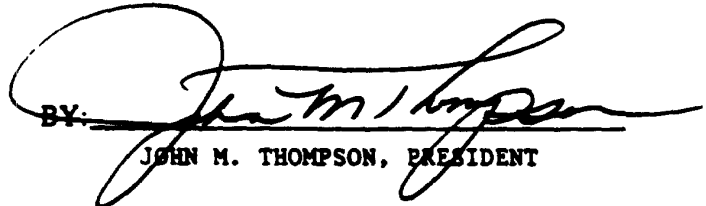
BY:   
RICHARD F. HOLLAND, ASST. SEC.

BY:   
JEFFREY P. CONEX, PRESIDENT

Attest:

FMS ACQUISITION CORP.

BY:   
LOUIS J. DESIDERIO, SEC.

BY:   
JOHN M. THOMPSON, PRESIDENT

61837

