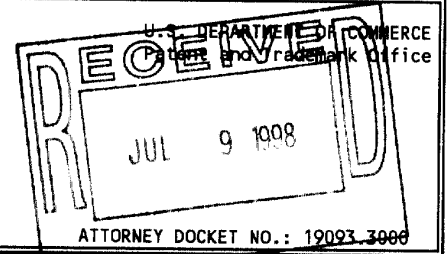


FORM PTO-1594  
1-31-92

08-17-1998



100801044



MRD 7-9-98

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SERVANTIS SYSTEMS, INC.

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

Additional names of conveying party(ies) attached?

YES  NO

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

Name: SERVANTIS SYSTEMS HOLDINGS, INC.

Internal Address:

Street Address: 4411 East Jones Bridge Road

City: Norcross

State: Georgia

Zip: 30092

- Individual(s)
- 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

Additional name(s) and address(es) attached?

YES  NO

07/17/1998 DNGUYEN 00000096 1898663

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	

Execution Date: February 9, 1998

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

A. Trademark Application No.:

B. Trademark Registration Nos.: 1,898,663 and 1,433,668

Additional numbers attached?  YES  NO

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

Sumner C. Rosenberg  
NEEDLE & ROSENBERG, P.C.  
Suite 1200, The Candler Building  
127 Peachtree Street, N.E.  
Atlanta, Georgia 30303-1811  
(404) 688-0770

6. Total number of applications and registrations involved:

two



## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is dated as of February 9, 1998 by and between Servantis Systems, Inc., a Georgia Corporation ("Systems"), and Servantis Systems Holdings, Inc., a Delaware corporation ("Holdings").

### RECITALS

- A. Holdings is the sole shareholder of Systems.
- B. The Board of Directors of Holdings has determined that it is advisable and in the best interests of each of such corporations that Systems merge with and into Holdings upon the terms and subject to the conditions herein provided.
- C. The Board of Directors of Holdings has, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer.
- D. The Board of Directors of Systems has, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer.
- E. It is the intention of the parties that the merger be considered a tax-free plan of liquidation of Systems pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

### AGREEMENT

In consideration of the mutual agreements herein contained, the parties agree that Systems shall be merged with and into Holdings and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of Systems and certain other provisions relating thereto shall be as hereinafter set forth.

**Section 1. Surviving Corporation.** Subject to the terms and provisions of this Agreement, and in accordance with the Delaware General Corporation Law ("DGCL") and the Georgia Business Corporation Code ("GBCC"), at the Effective Time (as defined in Section 7 hereof) Systems shall be merged with and into Holdings (the "Merger"). Holdings shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the laws of the State of Delaware. At the Effective Time, the separate corporate existence of Systems shall cease.

**Section 2. Effect of the Merger.** At the Effective Time, the Merger shall have the effects provided for herein and in §253 of the DGCL and §14-2-1104 of the GBCC.

**Section 3. Certificate of Incorporation.** As of the Effective Time, the Certificate of Incorporation of Holdings, as in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation of the Surviving Corporation until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.

**Section 4. Bylaws.** As of the Effective Time, the Bylaws of Holdings, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Surviving Corporation until thereafter duly altered, amended, or repealed in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation, and applicable law.

**Section 5. Directors of the Surviving Corporation.** At the Effective Time, each person who is a director of Holdings immediately prior to the Effective Time shall become a director of the Surviving Corporation and each such person shall serve as a director of the Surviving Corporation for the balance of the term for which such person was elected a director of Holdings and until his successor is duly elected and qualified in the manner provided in the Bylaws or the Certificate of Incorporation of the Surviving Corporation or as otherwise provided by law or until his earlier death, resignation, or removal in the manner provided in the Bylaws or the Certificate of Incorporation of the Surviving Corporation or as otherwise provided by law.

**Section 6. Officers of the Surviving Corporation.** At the Effective Time, each person who is an officer of Holdings immediately prior to the Effective Time shall become an officer of the Surviving Corporation with each such person to hold the same office in the Surviving Corporation, in accordance with the Bylaws thereof, as he held in Holdings immediately prior to the Effective Time.

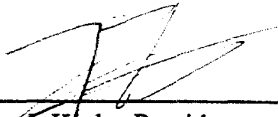
**Section 7. Effective Time.** The Merger shall become effective in accordance with the applicable provisions of DGCL and GBCC on February 9, 1998. The date when the Merger shall become effective is herein referred to as the "Effective Time."

**Section 8. Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Systems acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, Systems and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of Systems or otherwise to take any and all such action.

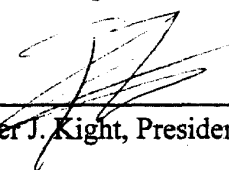
**Section 9. Conversion of Shares.** At the Effective Time, each share of common stock of Systems, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no common stock of Holdings will be issued in respect thereof.

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement as of the day and year first above written.

**Servantis Systems, Inc.**  
a Georgia corporation

By:   
Peter J. Kight, President

**Servantis Systems Holdings, Inc.**  
a Delaware corporation

By:   
Peter J. Kight, President

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