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FORM 1-31

08-31-1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10



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inal documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
 DECISION SERVCOM, INC.

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

2. Name and address of receiving party(ies):
 Name: DecisionOne Corporation
 Internal Address: _____
 Street Address: 50 East Swedesford Road
 City Frazer State PA ZIP 19355

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

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 22, 1995

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation 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)
 Additional numbers attached? Yes No

B. Trademark registration No.(s)
1,092,170

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Maria S. Cefalu, Esq.
 Internal Address: Limbach & Limbach L.L.P.
 Street Address: 2001 Ferry Building
 City, State, ZIP: San Francisco, California 94111
 Telephone: (415) 433-4150
 Facsimile: (415) 433-8716
 Attorney Docket No. QAN-100

6. Total number of applications and registrations involved: ONE
 7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Charge any deficiencies in the enclosed fee to Deposit Account No. 12-1420
 Authorized to be charged to deposit account
 8. Deposit account number: 12-1420
 (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.
Maria S. Cefalu
 Name of Person Signing

Maria S. Cefalu
 Signature
8/31/98
 Date
 Total number of pages including cover sheet, attachments and document: 8

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

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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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 OWNERSHIP, WHICH MERGES:

"DECISION SERVCOM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DECISIONONE CORPORATION" UNDER THE NAME OF "DECISIONONE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 9:01 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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971412059

AUTHENTICATION: 8789070

DATE: 12-04-97

TRADEMARK
REEL: 1785 FRAME: 0631

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DECISION SERVCOM, INC.

INTO

DECISIONONE CORPORATION

Decision Servcom, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY THAT:

FIRST: The Company was incorporated on the 5th day of December, 1985, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the outstanding shares of the common stock of DecisionOne Corporation ("DecisionOne"), which was incorporated on the 5th day of October, 1984 pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Company, by the following resolutions duly adopted by written consent of directors, executed on the 22nd day of December, 1995 and filed with the minutes of the board of directors, determined to merge itself with and into DecisionOne and DecisionOne shall assume all the liabilities and obligations of the Company:

RESOLVED, that the merger of the Company with and into DecisionOne, its wholly-owned subsidiary (the "Merger"), pursuant to the terms and conditions set forth in the Plan of Merger between the Company and DecisionOne (the "Plan of Merger"), is advisable and that approval of the Merger and the Plan of Merger be submitted to the sole stockholder of the Company for adoption by written consent and upon receiving such consent, the Merger shall be approved.

RESOLVED, that the Plan of Merger is adopted and approved in the form attached hereto.

RESOLVED, that in accordance with the Plan of Merger, the officers of the Company are hereby authorized, on behalf of the Company, to execute a Certificate of Ownership and Merger and to cause such Certificate to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded with the

Office of the Recorder of Deeds, New Castle County,
Delaware.

RESOLVED, that the officers of the Company are hereby authorized to take such additional action, and to execute and cause to be filed such additional documents, as they may consider necessary or desirable in order to carry out the transactions contemplated by the Plan of Merger, without further authority or approval by the board of directors of the Company.

FOURTH: The Plan of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger"), has been adopted and approved by the sole stockholder of the Company in accordance with the laws of the State of Delaware, by unanimous written consent dated December 22, 1995.

FIFTH: The Plan of Merger has been authorized and approved by the board of directors of DecisionOne by written consent dated December 22, 1995 and has been adopted and approved by the sole stockholder of DecisionOne in accordance with the laws of the State of Delaware by unanimous written consent dated December 22, 1995.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Merger may be terminated and abandoned by the board of directors of the Company at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

SEVENTH: The Merger will be effective at 11:57 p.m. on December 31, 1995.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by R. Peter Zimmermann, its Vice President and Chief Financial Officer, this 22nd day of December, 1995.

DECISION SERVOOM, INC.

By: /s/ R. Peter Zimmermann
Name: R. Peter Zimmermann
Title: Vice President and
Chief Financial Officer

PLAN OF MERGER

This is a Plan of Merger between DecisionOne Corporation, a Delaware corporation ("DecisionOne") and Decision Servcom, Inc., a Delaware corporation and the sole stockholder of DecisionOne ("DSI").

1. Merger of DSI into DecisionOne. At the Effective Time (as defined in paragraph 7 below), DSI will merge with and into DecisionOne in accordance with Section 253 of the General Corporation Law of Delaware (the "Merger") and the separate existence of DSI will cease. DecisionOne will be the "Surviving Corporation" and will continue its existence under Delaware Law. The name of DecisionOne shall be unchanged. For federal income tax purposes it is intended that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

2. Certificate of Incorporation and Bylaws of Surviving Corporation. At the Effective Time, the Certificate of Incorporation and Bylaws of DecisionOne will become the Certificate of Incorporation and Bylaws of the Surviving Corporation and will thereafter continue to be its Certificate of Incorporation and Bylaws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. The directors and officers of DecisionOne at the Effective Time will continue as the directors and officers of the Surviving Corporation.

4. Shares. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>
DecisionOne Corporation	Common Stock, 1 share	Common Stock, 1 share
Decision Servcom, Inc.	Common Stock, 100 shares	Common Stock, 100 shares

5. Conversion of Shares. At the Effective Time:

5.1 Each then issued and outstanding share of common stock of DSI shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 1/100th of an issued and outstanding share, of the common stock, no par value, of the Surviving Corporation on a pro rata basis.

5.2 The issued and outstanding share of common stock of DecisionOne shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

6. Assets and Liabilities. As a result of the Merger, by operation of law and without further act or deed, at the Effective Time, all of the property, rights, interests and other assets of DSI will be transferred to and vested in DecisionOne and DecisionOne will assume all of the liabilities of DSI.

7. Approval, Filing and Effective Time. After this Plan of Merger has been duly approved in the manner required by law, a Certificate of Ownership and Merger will be filed with the Secretary of State of the State of Delaware. The Merger will be effective (the "Effective Time") at 11:57 p.m. on December 31, 1995.

8. Termination. This Plan may be terminated and the Merger abandoned by action of the board of directors of DecisionOne or DSI at any time before the Effective Time, notwithstanding the approval in the manner set forth in paragraph 7 above.

9. Amendment. This Plan may be amended in any manner at any time before the Effective Time by the mutual consent of the board of directors of DSI and DecisionOne.